



Macquarie Group Limited
ACN 122 169 279

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone (within Australia): 1300 554 096
Telephone (International): +61 1300 554 096

CHANGE OF ADDRESS: If your address is incorrect, mark this box and make the correction on the form. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Name & Address

LODGE MENT OF A PROXY FORM

Your Proxy Form must be received by **10:30am (AEST) on Tuesday, 24 July 2018**.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse side of this Proxy Form and postcode for your shareholding).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your Proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier as shown on the reverse side of this Proxy Form and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded free of charge on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

HOW TO VOTE ON ITEMS OF BUSINESS

All your securities will be voted in accordance with your directions.

APPOINTMENT OF A PROXY

For important information relating to the appointment of a proxy to vote on your behalf, please refer to Step 1 overleaf.

Voting 100% of your holding:

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (subject to the voting restrictions set out in the Notice of Meeting). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding:

Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the 'For', 'Against' or 'Abstain' box or boxes opposite each item of business. The sum of the votes cast must not exceed your total number of shares or 100%.

Appointing a second proxy

You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write the second proxyholders' name and the percentage of votes or number of shares in Step 1 and Step 2 overleaf. If you wish to give your second proxy different voting instructions, an additional Proxy Form may be obtained by telephoning the Share Registry or you may copy this form.

A proxy need not be a shareholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the shareholder must sign.

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

Power of Attorney: This Proxy Form and any Power of Attorney must be lodged by 10:30am (AEST) on Tuesday, 24 July 2018. 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.

Company: 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry, Link Market Services, or online at www.linkmarketservices.com.au

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

Name & Address

Securityholder Reference Number (SRN)

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PROXY FORM

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

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (*mark box*) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEST) on Thursday, 26 July 2018 at Hyatt Regency Sydney, Maritime Ballroom, 161 Sussex Street, Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 3 and 4: If the Chairman of the Meeting is your proxy and you do not direct your proxy to vote 'For', 'Against' or to 'Abstain' on Items 3 and/or 4, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 3 and 4 (as applicable) even if that item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Macquarie. The Chairman of the Meeting will vote undirected proxies in favour of Items 3 and 4.

The Chairman of the Meeting will vote undirected proxies in favour of Items 2a, 2b, 2c, 3, 4 & 5. If you do not wish for your vote to be cast in this way, you should direct your proxy how to vote.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 10:30am (AEST) on Tuesday 24 July 2018

Please read the voting instructions overleaf before marking any boxes with an

Items of Business	For	Against	Abstain*	Items of Business	For	Against	Abstain*
2a Re-election of Mr PH Warne as a Voting Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2b Re-election of Mr GM Cairns as a Voting Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c Election of Mr GR Stevens as a Voting Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 To adopt the Remuneration Report for the year ended 31 March 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Managing Director's participation in the Macquarie Group Employee Retained Equity Plan (MEREP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the Issue of Macquarie Group Capital Notes 3**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

** **Voting on Item 5.** Please refer to the Notice of Meeting for details on voting restrictions and the related ASX waiver for Item 5. If you are a trustee, nominee or custodian who is subject to these voting restrictions, and you are directing your proxy to vote on Item 5, then by signing and lodging this Proxy Form you are confirming to Macquarie Group Limited that the conditions of the ASX waiver referred to in the Notice of Meeting have been satisfied in relation to all security holdings that are the subject of the proxy.

Appointing a second proxy

I/We wish to appoint a second proxy

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

AND % OR
 Name of second proxyholder

STEP 3

SIGNATURE OF SHAREHOLDER(S) – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director
Contact Name	Contact Daytime Telephone	Date
<input type="text"/>	<input type="text"/>	<input type="text"/>

