

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Macquarie Group Limited & Macquarie Bank Limited	
ABN	94 122 169 279	46 008 583 542

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Nicholas W Moore
Date of last notice	19 June 2017 re: Macquarie Group Limited fully paid ordinary shares (MQG shares) and Restricted Share Units (RSUs) and Performance Share Units (PSUs) held under the Macquarie Group Employee Retained Equity Plan (MEREP).

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Securities registered in the name of Venamay Pty Limited, a company in which Nicholas Moore has a relevant interest.
Date of change	15 August 2017
No. of securities held prior to change	<p>MQG shares:</p> <ul style="list-style-type: none">• 1,864,213 MQG shares held by Nicholas Moore;• 365,295 MQG shares held by Venamay Pty Limited. <p>MEREP Awards held by Nicholas Moore:</p> <ul style="list-style-type: none">• 493,340 RSUs; and• 229,762 PSUs; <p>50 Macquarie Timber Land Trust 2004 units.</p>

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Class	<ul style="list-style-type: none"> • PSUs structured as a Deferred Share Unit (DSU), being a right to receive MQG Shares in the future, with performance hurdles attached; • RSUs held under the MEREP, being a beneficial interest in a share held by the MEREP Trust; • MQG Shares; and • Macquarie Timber Land Trust 2004 (Macquarie Alternative Assets Management Ltd) units.
Number acquired	<p>The following PSUs and RSUs have been granted to Nicholas Moore following the approval of shareholders on 27 July 2017 at Macquarie's 2017 Annual General Meeting (AGM):</p> <ul style="list-style-type: none"> • 139,235 RSUs; and • 47,532 PSUs. <p>Acquisition of 81,468 MQG shares on conversion of vested PSUs, which formed part of Mr Moore's prior years' remuneration and were approved by shareholders at previous AGMs.</p>
Number disposed	<ul style="list-style-type: none"> • 81,468 PSUs converted by Nicholas Moore into MQG Shares; and • 50 Macquarie Timber Land Trust 2004 units.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ul style="list-style-type: none"> • Mr Moore will not make any cash payment for the grant of PSUs. The PSUs are an incentive mechanism for future performance and subject to performance hurdles as previously disclosed. • Mr Moore received the grant of RSUs in lieu of a cash payment of the corresponding amount of his 2017 profit share. The effective price payable for the FY2017 retained profit share awards for all staff (including Mr Moore) was \$89.25 per RSU. • No cash payment is required for the conversion of vested PSUs from MEREP. • \$29.56 per Macquarie Timber Land Trust 2004 unit.
No. of securities held after change	<p>MQG shares:</p> <ul style="list-style-type: none"> • 1,945,681 MQG shares held by Nicholas Moore; • 365,295 MQG shares held by Venamay Pty Limited. <p>MEREP Awards held by Nicholas Moore:</p> <ul style="list-style-type: none"> • 632,575 RSUs; and • 195,826 PSUs.

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Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<ul style="list-style-type: none"> Grant of RSUs and PSUs under MEREP and conversion of vested PSUs to ordinary shares. The Macquarie Timber Land Trust 2004 was wound up and cancellation of units processed in August 2017
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Dated: 21 August 2017

⁺ See chapter 19 for defined terms.