



MACQUARIE BANK



# Notice of 2019 Annual General Meeting

**Macquarie Bank**

**After the Macquarie Group Limited Annual  
General Meeting but not earlier than  
2:00 pm on Thursday, 25 July 2019**

Macquarie's Sydney Office  
Level 10, 50 Martin Place  
Sydney NSW 2000

# Chairman's Letter

Dear Securityholder

Please find enclosed notice of the 2019 Annual General Meeting of Macquarie Bank Limited (Macquarie Bank) which will be held at Macquarie's Sydney Office, Level 10, 50 Martin Place, Sydney, New South Wales on Thursday, 25 July 2019. The meeting will follow the Macquarie Group Limited (Macquarie) Annual General Meeting on the same date but will not start before 2:00 pm.

An overview of the result for Macquarie Group, including Macquarie Bank, for the year ended 31 March 2019 will be presented at the 2019 Annual General Meeting of Macquarie. The Macquarie meeting will be held at the Sheraton Grand Sydney Hyde Park, Grand Ballroom, 161 Elizabeth Street, Sydney, New South Wales starting at 10:30 am (registration commences at 9:45 am). Holders of Macquarie Income Securities may attend the Macquarie Annual General Meeting as visitors.

The Macquarie Bank meeting will cover the items of business set out in the Notice of Meeting. Holders of Macquarie Income Securities may attend and speak at the Macquarie Bank Annual General Meeting but are not entitled to vote on the proposed resolutions.

Comments on the performance of Macquarie Bank during the year to 31 March 2019 are contained in Macquarie Bank's 2019 Annual Report, which is available on Macquarie's website at [macquarie.com](http://macquarie.com)

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Warne', with a long, sweeping horizontal line extending to the right.

**Peter Warne**  
***Chairman***

7 June 2019

# Notice of Meeting

The 2019 Annual General Meeting of Macquarie Bank Limited (ACN 008 583 542) (Macquarie Bank, the Company) will be held at Macquarie's Sydney Office, Level 10, 50 Martin Place, Sydney, New South Wales on Thursday, 25 July 2019 following the Macquarie Group Limited (Macquarie) Annual General Meeting on the same date, but not earlier than 2:00 pm. Registration will commence at 1:45 pm.

## Ordinary business

### 1. Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of Macquarie Bank for the financial year ended 31 March 2019.

### 2. Remuneration Report

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

*To adopt the Remuneration Report of Macquarie Bank for the year ended 31 March 2019.*

## Voting Exclusion Statement

### Item 2 – Remuneration Report

A vote on Item 2 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 Bank's 2019 Remuneration Report; or
- b) a closely related party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form. A closely related party includes close family members and companies the KMP controls.

As at the date of this Notice of Meeting, no member of the KMP and no closely related party of a KMP, is an ordinary shareholder of Macquarie Bank.

# Notice of Meeting

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The Chairman of the Meeting intends to vote any undirected proxies in favour of Item 2.

The restriction on voting undirected proxies does not apply to the Chairman of the Meeting acting as proxy for a person entitled to vote on Item 2 because Macquarie Bank's proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies.

By order of the Board



**Dennis Leong**  
***Company Secretary***

Sydney  
7 June 2019

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## Notes

Macquarie Bank is a subsidiary of Macquarie Group Limited. The following notes are provided for the sole ordinary shareholder of Macquarie Bank, Macquarie B.H. Pty Ltd.

Holders of Macquarie Income Securities may attend and speak at the Annual General Meeting but are not entitled to vote on any of the proposed resolutions.

## 1. Proxies

If you cannot attend, you may appoint a proxy to attend and vote for you. A proxy need not be a shareholder of Macquarie Bank. If you are entitled to cast two or more votes, you may nominate two persons to vote on your behalf at the meeting, in which case, 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. If you wish 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%. Proxy voting instructions are provided on the proxy form.

## 2. Proxy Delivery

Completed proxies must be received at Macquarie Bank's registered office at Level 6, 50 Martin Place, Sydney NSW 2000 (facsimile number +61 2 8237 1899) by no later than 2:00 pm (Australian Eastern Standard Time, AEST) on Tuesday, 23 July 2019. Any revocations of proxies must be received at the registered office before the commencement of the meeting or at the registration desk at 50 Martin Place, Sydney for the 2019 Annual General Meeting from 1:45 pm on the day of the meeting and no later than the commencement of the meeting.

## 3. 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 him or her 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.

# Notice of Meeting

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## 4. Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Macquarie Bank's ordinary shares for the purposes of the meeting, will be those registered holders of Macquarie Bank's ordinary shares at 7:00 pm (AEST) on Tuesday, 23 July 2019.

## 5. Voting at the Meeting

Voting on the proposed resolutions at this meeting will be conducted by a show of hands unless a poll is called.

## 6. Conduct of the Meeting

Macquarie Bank is committed to ensuring that its shareholder meetings are conducted in a manner which provides those securityholders (or their proxy holders) who are present at 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 Bank generally. Macquarie Bank will not allow conduct at any meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his or her powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all of those attending.

## 7. Definitions

The terms 'Voting Director' and 'Executive Voting Director' used here and in the Explanatory Notes accompanying this Notice of Meeting have the meaning given in Macquarie Bank's Constitution. The Voting Directors as at the date of the Notice of Meeting are: Peter H Warne, Gary R Banks, Jillian R Broadbent, Gordon M Cairns, Philip M Coffey, Michael J Coleman, Diane J Grady, Michael J Hawker, Mary J Reemst, Glenn R Stevens, Nicola M Wakefield Evans and Shemara R Wikramanayake. Ms Reemst and Ms Wikramanayake are Executive Voting Directors.

# Explanatory Notes

## Item 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001* (Cth)(the Act), the Financial Report, Directors' Report and Auditor's Report of Macquarie Bank Limited for the most recent financial year will be laid before the meeting.

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

Ordinary shareholders of Macquarie Bank and holders of Macquarie Income Securities will be provided with a reasonable opportunity to ask questions about, or make comments on the reports, the management of the Company or about Macquarie Bank generally but there will be no formal resolution put to the meeting.

PricewaterhouseCoopers, Macquarie Bank's external auditor, will attend the meeting and there will be an opportunity for members as a whole to ask questions relevant to the audit.

## Item 2 – Remuneration Report

As required by section 250R(2) of the Act, a resolution that Macquarie Bank's Remuneration Report be adopted will be put to the vote.

Section 250R(3) of the Act provides that the vote on the resolution is advisory.

The Remuneration Report is contained within the Directors' Report in Macquarie Bank's 2019 Annual Report on pages 25 to 42.

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

# Investor Information

## Enquiries

Investors who wish to enquire about any matter relating to their Macquarie Income Securities holding are invited to contact the share registry:

## Boardroom Pty Limited

Level 12, 225 George Street  
Sydney NSW 2000 Australia

Telephone (within Australia): 1300 554 096  
Telephone (internationally): +61 1300 554 096

Email: [macquarie@boardroomlimited.com.au](mailto:macquarie@boardroomlimited.com.au)  
Website: [investorserve.com.au](http://investorserve.com.au)

All other enquiries relating to Macquarie Income Securities can be directed to:

## Investor Relations

Macquarie Group Limited  
Level 6, 50 Martin Place  
Sydney NSW 2000 Australia

Telephone: +61 2 8232 3333  
Facimile: +61 2 8232 7780

Email: [macquarie.shareholders@macquarie.com](mailto:macquarie.shareholders@macquarie.com)  
Website: [macquarie.com/investors](http://macquarie.com/investors)

## Website

The Macquarie Bank Limited 2019 Annual Report can be accessed on our website at:  
[macquarie.com/about/investors/reports](http://macquarie.com/about/investors/reports)



## Macquarie Bank Limited

ACN: 008 583 542

### Lodgement of a Proxy Form:

#### By Mail:

Macquarie Bank Limited  
GPO Box 4294  
Sydney NSW 1164 Australia

#### By Hand:

Macquarie Bank Limited  
Level 6  
50 Martin Place  
Sydney NSW 2000

#### Alternatively you can fax your form to:

+61 2 8237 1899

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## PROXY FORM

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**Your proxy form must be received by 2:00 pm (Australian Eastern Standard Time)  
on Tuesday, 23 July 2019**

### How to Vote on Items of Business

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

#### Appointment of 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 the 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 the 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 the 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 both proxyholders' names 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 contacting Macquarie Bank or you may copy this form.

**A proxy need not be a shareholder of the Company.**

### Signing Instructions

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

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

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

***Turn over to complete the form***

Please mark ☒ to indicate your directions

## STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Macquarie Bank Limited ('Macquarie Bank') appoint:

<input type="checkbox"/>	the Chairman of the Meeting	OR	<input type="text"/>
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or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Macquarie Bank Limited to be held at Macquarie's Sydney Office, Level 10, 50 Martin Place, Sydney, New South Wales on Thursday, 25 July 2019, following the Macquarie Group Limited Annual General Meeting on the same date but not before 2:00 pm (AEST).

**Important:** If the Chairman of the Meeting is your proxy and you do not direct your proxy to vote 'For', 'Against' or to 'Abstain', you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 2 even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel of Macquarie Bank. The Chairman of the Meeting will vote undirected proxies in favour of Item 2.

If you do not wish for your vote to be cast in this way, you should direct your proxy how to vote on Item 2.

## STEP 2 – ITEM OF BUSINESS

2. To adopt the Remuneration Report of Macquarie Bank for the year ended 31 March 2019

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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

<input type="text"/>	AND	<input type="text"/> %	OR	<input type="text"/>
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Name of second proxyholder

## STEP 3 - SIGNATURE OF SHAREHOLDER(S)

*This section must be completed.*

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

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