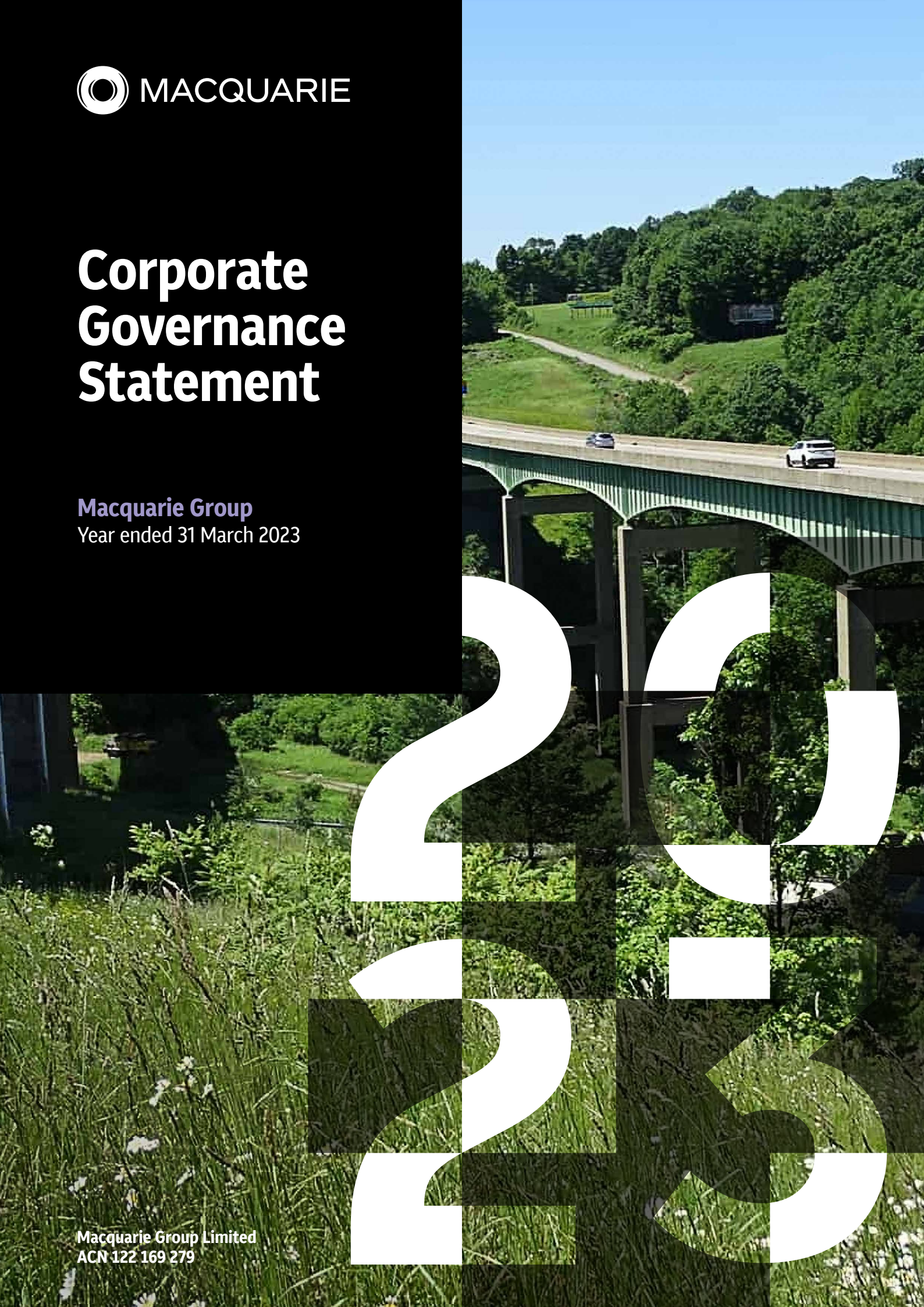


Corporate Governance Statement

Macquarie Group
Year ended 31 March 2023



2023 Annual General Meeting

Macquarie Group Limited's 2023 AGM will be held at 10:30 am on Thursday, 27 July 2023.

Details of the meeting will be sent to shareholders separately.

Cover image

The I-80 Canoe Creek bridge is one of six bridges in critical need of rehabilitation that will be delivered in the first package of the Pennsylvania Department of Transportation's Major Bridges P3 Program.



Corporate Governance Statement

This Corporate Governance Statement has been approved by the Board. It describes Macquarie's key governance practices and articulates how decision-making is guided to meet stakeholder expectations of sound corporate governance and prudent decision-making, acknowledging Macquarie's specific and broader responsibilities to its shareholders, funders, clients, employees and the communities in which it operates.

Macquarie Group Limited's (MGL) corporate governance practices have followed the recommendations set by the 4th edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* throughout the year.

MGL, together with its subsidiaries (Macquarie), is a global financial services group operating in 34 markets in asset management, retail and business banking, wealth management, leasing and asset financing, market access, commodity trading, renewables development, specialist advice, access to capital and principal investment.

Macquarie's purpose statement 'Empowering people to innovate and invest for a better future' explains why we exist. We believe that by empowering people we will achieve our shared potential.

The way we fulfil our purpose is defined by our principles of Opportunity, Accountability and Integrity. These principles guide Board, management and staff conduct, and it is expected that they will all meet these standards and deal honestly and fairly with our clients, counterparties and regulators. There are appropriate consequences for anyone who fails to meet our standards.

The balance between opportunity and accountability, while operating with integrity within a strong risk management framework, is a feature of Macquarie's success and a key factor in our long record of unbroken profitability. Our corporate governance practices reflect this balance.

Identify and realise opportunity for shareholders, clients, employees and communities	Promote the long-term profitability of Macquarie while prudently managing risk	Drive superior and sustainable shareholder value over the long-term	Meet stakeholder expectations of sound corporate governance
What We Stand For: Opportunity, Accountability and Integrity			
Prudently managing risk			
Align employees' and shareholders' interests			
Responsibility to clients, funders and communities			

Corporate Governance Statement

Continued

Board oversight

The Board sets the 'tone at the top' in a highly visible manner. Board members have broad contact with staff at various levels within the organisation and across regions.

There is a culture of open and frank discussion at the Board. Actions taken by the Board seek to promote long-term sustainability and prudent management of risk consistent with *What We Stand For*.

In FY2023 there were 42 formal Board and Board Committee meetings. At these meetings a total of approximately 520 items of business⁽¹⁾ were presented by over 400 presenters who were not members of the Board or Executive Committee.⁽²⁾ Between formal meetings, management provided the Board with material business and other updates as well as information in response to requests from Board members.

Workshops scheduled during FY2023 included presentations on cybersecurity, technology and enterprise digitalisation and design, managing projects, and anti-money laundering and counter-terrorism financing awareness.

Non-Executive Directors (NEDs) also met regularly without members of management and held private meetings with each of the external auditor, Head of Internal Audit, Global Head of Compliance and Chief Risk Officer (CRO) to assist with their oversight role.

Board members believe that informal conversations with staff are important in assessing the culture within Macquarie and seeing Macquarie's purpose at work. Board members generally attend various staff functions in Australia and conduct two international trips to Macquarie offices each year. In FY2023, the Board visited Macquarie offices in the US and EMEA. Key highlights from these visits included visits to certain Macquarie fund assets in London and California and presentations from regional staff and external speakers about topical issues in the region; regional business updates; and Macquarie's people, culture, and purpose statement in practice. Each visit brought together staff from various locations within the regions, increasing and enhancing the Board's opportunity for engagement with staff. During the US Board visit, Board members engaged with approximately 350 staff members across all levels of seniority in three key regional hubs: Houston, Philadelphia and New York. During the EMEA Board visit, over 1,000 staff members were invited to engage with Board members at various events, including during a hybrid format staff town hall meeting and staff dinner.

Professional Conduct

Macquarie's culture, as represented by our long-held principles, may be summarised as follows.



Opportunity

We are entrepreneurial. Our people come from diverse backgrounds and are empowered to work together to pursue innovative ideas, to solve problems and challenge conventional thinking and the status quo. We work hard and with enthusiasm and everyone has the opportunity to achieve to their full potential. We have a learning and growth mindset, and continually evolve our expertise. We recognise and reward performance.



Accountability

We take pride and ownership of the long-term outcomes we deliver for our clients and shareholders, our communities and each other. We manage risk to ensure these outcomes are sustainable and invest our time and capital to contribute to a better future. We take ownership of the performance of our endeavours and seek to quickly identify and respond to change, emerging issues and trends.



Integrity

We operate with care and professionalism. We work collaboratively to amplify our impact and consider the effect of our decisions on others. We have the courage, and are encouraged, to speak up with our ideas, when we make a mistake or see something that doesn't seem right. We respect the law, community expectations, our regulators, shareholders, clients and customers and each other.

The Board oversees compliance with key policies that are intended to instil a culture of acting lawfully, ethically and responsibly. An overview of the key policies that apply to our staff, such as the *Whistleblower Policy* and *Anti-bribery and Corruption Policy*, is provided in Macquarie's *Code of Conduct*. Material incidents and breaches relating to those policies and the *Code of Conduct* are reported to the Board, typically through the relevant Board Committee.

(1) Includes ad hoc and regular items of business, excludes administrative items.

(2) Aggregate number of unique presenters on a per meeting basis.

The following actions taken by the Board as part of its oversight role also support the Board in forming a view on culture at Macquarie.

Board oversight		
• Commitment to achieving the highest standards of professional conduct across all Macquarie operations • Regularly reinforce company-wide expectations and enhance Board reporting • Diligently take action as part of its responsibility to shareholders, funders, clients, employees and the communities in which Macquarie operates • Review and monitor operations and challenge management.		
Conduct and culture		
• Set high behavioural standards and act in accordance with these standards • Take a dynamic approach to oversight of risk culture and conduct risk management in response to business outcomes and expectations of communities and regulators • Monitor the actions management take to embed behavioural standards in operations (including a sound risk culture): – staff training – direct communications to staff – risk surveillance activity.		
Business strategy	Financial and non-financial risk management	Pay for performance
Assess ability of strategy to adapt to markets and deliver sound client and community outcomes within Board approved risk appetite and related limits.	Approve Macquarie's <i>Risk Appetite Statement</i> and <i>Risk Management Strategy</i> , monitor material risks faced by Macquarie and review how they are managed.	Approve a remuneration policy that aligns the interests of staff and shareholders to deliver sustained results for our customers, clients and communities.
Approve budget and funding and capital management strategy to deliver on business strategy.	Monitor Macquarie's risk management framework, including its compliance framework.	Remuneration outcomes reflect an assessment against a range of financial and non-financial factors including risk management and compliance.

FY2023 Governance activities

During FY2023, the Board's governance activities included:

- the appointment of Mr Glenn Stevens as Chair of MGL and Macquarie Bank Limited (MBL), effective 10 May 2022, following the retirement of Mr Peter Warne, who retired effective 9 May 2022 after six years as the Chair, and almost 15 years as a NED of the MGL and MBL Boards
- the retirement of Mr Michael Coleman from the Board, effective 28 July 2022. Mr Coleman remains a NED of MBL
- the appointment of Ms Michelle Hinchliffe as Chair of the Board Audit Committee (BAC), effective 28 July 2022
- changes in Committee membership, establishment of stand-alone MGL and MBL Board Committees, and appointment of two bank-only non-executive directors (BONDs) to the MBL Board, supporting the enhanced governance of MBL (see page 6 for more information)
- continuing oversight of ongoing programs that focus on strengthening MBL's processes and controls, including those around intra-group funding arrangements and internal exposures; capital and liquidity reporting; risk management frameworks; and accountabilities and governance. A number of these programs also form part of a remediation plan with APRA, which has been established to define and deliver detailed programs of work that enhance MBL's governance, risk culture, group structure, and remuneration to ensure full and ongoing compliance with prudential standards
- continuing Board renewal and succession planning
- overseeing Macquarie's regulatory engagement, including interacting with some key regulators directly
- meeting with shareholders and proxy advisors as part of Macquarie's ongoing engagement to discuss matters relating to Macquarie's business performance, governance and remuneration
- conducting its annual Board performance review
- continuing cross-committee information sharing through Board and Board Committee Chair meetings and specific reporting on non-financial risk matters considered by the Board Governance and Compliance Committee (BGCC) to the Board Risk Committee (BRiC)
- the Internal Audit Division (IAD) facilitating meetings with BAC members and other risk committee Chairs to discuss Internal Audit Report findings relevant to their respective committees
- convening a joint annual meeting of the Board Remuneration Committee (BRC), BGCC, BRiC and BAC to discuss significant incidents, issues, regulatory and enforcement matters, litigation outcomes, internal audit outcomes and other financial and non-financial risk matters as presented in independent reports provided to the BRC by the CRO and the Head of Internal Audit for consideration in the determination of remuneration outcomes for FY2023
- continuing activities relating to the Banking Executive Accountability Regime (BEAR) with respect to MBL and preparations for the implementation of the proposed Financial Accountability Regime (FAR) applying to MGL and MBL.

Corporate Governance Statement

Continued

MBL Board Governance

During FY2023, Macquarie and MBL implemented a number of governance changes forming part of a remediation plan with APRA covering detailed programs of work across governance, risk culture, remuneration and group structure.

The MBL Board and Board Committee governance changes included:

- establishing separate Board Audit, Governance and Compliance, Risk and Remuneration Committees for each of MGL and MBL, and a Board Conflicts Committee for MBL
- appointing two BONDs who joined the MGL NEDs and the MGL and MBL CEOs on the MBL Board. A third BOND is expected to be appointed in due course
- BOND representation on MBL Board Committees.

These governance changes were operationalised through supporting Board and Board Committee processes and enhance MBL's governance by introducing additional safeguards to better protect the interests of MBL within Macquarie.

Corporate Governance framework

Macquarie's Code of Conduct

The Board approved *Code of Conduct*, which applies to Macquarie's NEDs and staff:

- incorporates *What We Stand For*: Macquarie's purpose and the principles of Opportunity, Accountability and Integrity that guide the way staff conduct business
- provides clear guidance on good decision-making and escalation, encouraging staff to speak up and report genuine concerns about improper conduct
- reinforces the main requirements of Macquarie's key policies.

To ensure Macquarie's culture of honesty and integrity remains strong throughout the organisation, all staff who join Macquarie receive specific training on *What We Stand For* and the *Code of Conduct*. Existing staff also receive periodic training and sign an annual certification that they understand the obligations imposed on them by the *Code of Conduct* as well as their responsibility to adhere to the Code.

 *What We Stand For* and the *Code of Conduct* are available at macquarie.com/what-we-stand-for

The Integrity Office

Consistent with the principles of *What We Stand For*, Macquarie is committed to providing an environment in which people are comfortable escalating improper conduct or voicing concerns about unethical behaviour. The *Code of Conduct* sets out the expectation that staff speak up, and outlines the mechanisms, support and protections available to staff who do so.

The Integrity Office, which was established in 1998, supports this commitment as an internally independent function dedicated to receiving and investigating concerns about improper conduct or unethical behaviour and protecting those who raise concerns.

Macquarie's Whistleblower Program (Program) provides numerous channels for staff and external parties to confidentially raise concerns about improper conduct, including suspected breaches of the *Code of Conduct*. The Program, which is managed by the Integrity Office, is supported by the *Whistleblower Policy* and includes an externally managed service that enables concerns to be raised anonymously. All concerns raised with the Integrity Office or through the externally managed service are assessed and where appropriate, investigated.

The Integrity Office is also a point of contact for external parties such as suppliers and former employees to raise concerns about improper conduct by Macquarie or its staff.

The Integrity Office reports directly to MGL's Managing Director and Chief Executive Officer (CEO) and provides an annual report to the BGCC. Supporting the Group Integrity Officer are Regional Integrity Officers located in various Macquarie offices around the world. The Integrity Office also promotes high ethical standards and good decision-making through communications and engagement with staff.



Macquarie's *Whistleblower Policy* is available at macquarie.com/whistleblower-policy



Opportunity

We seek to identify opportunity and realise it for our clients, communities, partners, shareholders and our people.



Accountability

We are accountable for all our actions, to our stakeholders and each other.



Integrity

We earn the trust of our stakeholders through the quality of our work and our high ethical standards.

Customer Advocate

Macquarie established the Customer Advocate office in March 2017 to enhance its continuing commitment to its Australian retail and small business customers. In addition to customer support provided by the business, the Customer Advocate's role is to:

- listen to Macquarie's customers and provide a customer-centric voice when making recommendations to improve customer experience
- minimise the risk of future problems by reviewing key customer themes and new product approvals to identify opportunities to enhance products, services, systems and processes
- work with Macquarie complaint teams to promote fair and reasonable customer outcomes.

The Customer Advocate reports directly to the CEO and provides regular reporting to the BGCC.

Risk governance

Macquarie's approach to risk management is based on stable, robust and long-held core risk management principles.



Supported by an appropriate risk culture



Details of Macquarie's approach to risk management is contained in the Risk Management section in our Annual Report at [macquarie.com](https://www.macquarie.com)

The Board annually approves Macquarie's *Risk Appetite Statement* and *Risk Management Strategy*. The BRiC assists the Board by providing oversight of Macquarie's risk management framework and advising the Board on Macquarie's risk appetite, risk culture and risk management strategy.

The BRiC constructively challenges management's proposals and decisions on risk management arising from Macquarie's activities. The Board is also assisted by the BAC, BRC and BGCC in its oversight of financial and non-financial risk.

Each year, including in FY2023, the Board oversees the operation of Macquarie's risk management framework by management to satisfy itself that the framework continues to be sound and that Macquarie is operating with due regard to the risk appetite set by the Board. Key components of the framework are reviewed by the relevant Risk Management Group (RMG) divisions and the results are reported to the Board. The IAD independently and objectively reviews the compliance with, and effectiveness of, Macquarie's risk management framework at least annually, with coverage of all material elements of the framework over any 3-year period.

The risk management framework has been established on the premise that a disciplined approach to risk management is best maintained with a single risk management framework that is applied appropriately throughout Macquarie (including MBL and its subsidiaries (together, the Bank Group)). The Bank Group maintains its own governance structure, which includes the MBL Board and Board Committees, MBL CEO, MBL Executive Committee and other senior management committees.

Macquarie's risk culture

A sound risk culture has been integral to Macquarie's risk management framework since inception. Primary responsibility for risk management in Macquarie, including risk culture, is at the business level. The Board, assisted by the BRiC, is responsible for forming a view on Macquarie's risk culture and the extent to which it supports the ability of Macquarie to operate consistently within its risk appetite, and monitoring the identification of, and actions taken to address, any desirable changes to the risk culture.

Macquarie's approach to maintaining an appropriate risk culture is based on the following three components:

Setting behavioural expectations

Senior management, with oversight from the Board, set behavioural expectations. The way we fulfil Macquarie's purpose is defined by our principles of *What We Stand For*: Opportunity, Accountability and Integrity. Staff are made aware that these principles must form the basis of all behaviours and actions. These behavioural expectations are specified in the Board approved *Code of Conduct*, which is actively promoted by management and cascaded through the organisation.

Leading and executing

Management implements behavioural expectations through:

- leadership actions and communication
- organisational governance
- incentives and consequence management
- organisational and individual capability.

Corporate Governance Statement

Continued

Monitoring, measuring and reporting

Macquarie monitors and measures its risk culture to gauge effectiveness while promoting continuous improvement.

Mechanisms include:

- reports incorporating behavioural elements (such as policy, limit and training breaches) prepared by all Operating and Central Service Groups, including reports prepared by RMG, Human Resources (HR) and Macquarie's Integrity Office and escalated, where relevant, according to our governance framework. These include regular reports relating to risk culture that are provided to senior management, the Board and relevant Board Committees
- the Risk Culture team in RMG Behavioural Risk uses a well-developed assessment process, governed by the Risk Culture Framework. The team undertakes independent risk culture reviews across the Operating and Central Service Groups to assess the relative strengths and areas for improvement within a business or function.

These mechanisms facilitate a feedback loop of sharing good practice and lessons learned to enable cultural alignment.

Chief Risk Officer

The Head of RMG, as Macquarie's CRO, is a member of the Executive Committee and reports directly to the CEO. The CRO has a secondary reporting line to the BRiC, which reviews the performance and objectives of the CRO and approves the appointment and removal of the CRO. The CRO has unrestricted access to the Board, the BRiC and its Chair. The BRiC meets with the CRO, in the absence of other management, at least annually to discuss any matters that the BRiC or the CRO believe should be discussed privately. The CRO presents on risk matters at the BRiC meetings. Where there is no scheduled BRiC meeting, the CRO presents risk matters at a Board meeting.

Internal audit

The IAD provides independent and objective risk-based assurance to the BAC, Board, other relevant Board Committees and senior management on the compliance with, and effectiveness of, Macquarie's financial and risk management framework, including its governance, systems, structures, policies, processes and people for managing material risks.

The BAC has primary power of direction over the IAD and is accountable for reviewing the effectiveness of the Internal Audit function. The Head of Internal Audit reports functionally to the BAC and is primarily accountable to it. The Head of Internal Audit has unrestricted access to the BAC and its Chair and meets privately with the BAC members at least annually. The BAC monitors and reviews the performance objectives, rating, remuneration and degree of independence of the Head of Internal Audit. The BAC also approves any appointment and removal of the Head of Internal Audit. The Head of Internal Audit reports operationally to the CRO for day-to-day management. For audit matters relating to RMG, the role of the CRO is substituted by the CEO.

Environmental, Social and Governance risk

The Board and management recognise the importance of sound Environmental, Social and Governance (ESG) practices as part of their responsibility to our clients, shareholders, employees and the communities in which Macquarie operates.

Macquarie's ESG approach is structured around eight focus areas considered to be material to our business and stakeholders. They are: environmental and social risk management, climate change, environmental and social financing, sustainability in our own business operations, client and customer experience, people and workplace, business conduct and ethics and community. Building on *What We Stand For* and the *Code of Conduct*, these focus areas reflect the risks and opportunities identified by the business and the issues of interest to our stakeholders.

At Macquarie, we manage ESG risks, including environmental, social, work health and safety, climate change and human rights risks, in our business activities; provide a wide range of products and services with an ESG focus; work to align our financing activities with the global goal of net zero emissions by 2050;⁽³⁾ and continue to reduce the emissions of our own business operations. By supporting our people's development and wellbeing, we ensure Macquarie continues to meet the highest standards and serves the evolving needs of our stakeholders.

Environmental and social risks have been identified as material risk events within Macquarie's risk management framework, while climate change and net zero transition are incorporated as causal risks under External Risk and Strategic Business Risk, respectively, within Macquarie's risk management framework.

Further information on Macquarie's management of its material environmental, social and climate-related financial risks are provided within the ESG section in our Annual Report, Macquarie's Net Zero and Climate Risk Report and Modern Slavery Act Transparency Statement.



Additional information is available at macquarie.com/esg and macquarie.com/risk-management

Oversight of remuneration

Macquarie's longstanding and consistent approach to remuneration continues to meet our remuneration objectives and align with our principles. The Board recognises that to achieve these objectives, we must attract, motivate and retain exceptional people with deep industry expertise, align their interests with shareholders to meet the needs of clients and customers and ensure that the spirit and intent of regulatory requirements are upheld. This broad approach has been in place since Macquarie's inception and is reviewed regularly to ensure the framework continues to meet our remuneration objectives and aligns with the expectations of stakeholders.

The Board oversees Macquarie's remuneration framework. The BRC assists the Board with Macquarie's remuneration policies and practices.

(3) This includes a commitment by Macquarie Asset Management to invest and manage its portfolio in line with global net zero emissions by 2040.

Non-Executive Director remuneration

MGL's NEDs are remunerated for their services from the maximum aggregate annual amount approved by shareholders, currently \$A5 million. They do not receive payments on their retirement from office other than payments relating to their accrued superannuation contributions comprising part of their remuneration, if any.

To align the interests of the Board with shareholders, NEDs are required to have a meaningful direct shareholding in MGL. Unlike Macquarie executives, NEDs are not granted equity nor are they eligible to receive profit share payments.

The Board minimum shareholding requirement for:

- NEDs other than the Chair, is an investment equivalent to one times the average annual NED fee for the financial year ended prior to their appointment
- the Chair, is an investment equivalent to one times the annual Chair fee,

with the minimum number of shares to be acquired by NEDs determined using the share price as at the date of appointment.

The above requirements apply to MGL's NEDs and are to be met within three years from appointment with one third of the requirement to be held after one year, two thirds after two years and in full after three years.



Each NED's current Macquarie shareholding is set out in the Key Management Personnel disclosure in the Remuneration Report in our Annual Report at [macquarie.com](https://www.macquarie.com)

Executive remuneration

Macquarie's remuneration approach has been a key driver of our sustained success as an international organisation. Our people are motivated to grow businesses over the medium to long-term, taking accountability for all decisions and their accompanying risk management, customer, economic and reputational consequences. This approach has been fundamental in ensuring we can continue to attract, motivate and retain exceptional, entrepreneurial and ethical people across the global markets in which we operate. It is characterised by an emphasis on performance-based remuneration, profit share determined based on a range of financial and non-financial factors and retaining a significant proportion of performance-based remuneration to enable risk outcomes to be considered over a long period.

Macquarie's remuneration framework works as an integrated whole. An individual's remuneration comprises fixed remuneration, profit share and, for Executive Committee members (our Executive Key Management Personnel (Executive KMP)), Performance Share Units. Macquarie retains a percentage of each individuals' annual profit share allocation (retained profit share) above a certain threshold. This is invested in a combination of Macquarie ordinary shares under the Macquarie Group Employee Retained Equity Plan and Macquarie-managed fund equity.



Details of Macquarie's approach and the amount of remuneration paid to NEDs and Executive KMP are contained in the Remuneration Report in our Annual Report at [macquarie.com](https://www.macquarie.com)

Financial reporting

On behalf of the Board, the BAC:

- **oversees the quality and integrity of Macquarie's financial reporting and the operation of the financial reporting processes:** The processes are aimed at providing assurance that the financial statements and related notes are complete, in accordance with applicable legal requirements and accounting standards and give a true and fair view of Macquarie's financial position and financial performance. During its review of Macquarie's interim and year-end financial reports the BAC meets with the external auditor in the absence of management
- **reviews the external auditor engagement:** At least annually, the BAC reviews the terms of the engagement and assesses the performance, quality, expertise, resources and qualifications, objectivity, independence and effectiveness of the external auditor. In FY2022, the BAC determined to undertake a comprehensive review of the external auditor beginning in FY2024, strengthening the governance framework for the external auditor as described on page 10. The BAC at least annually recommends to the Board the continuation of, appointment of a new, or removal of the existing external auditor
- **monitors and reviews the operation of Internal Audit:** The BAC monitors and reviews the degree of independence of the Head of Internal Audit, their performance and remuneration (after seeking input from the CRO) and approves their appointment and removal. The BAC also approves the Internal Audit annual plan and monitors and reviews the effectiveness of the Internal Audit function
- **reviews the adequacy of Macquarie's control framework for financial regulatory reporting to banking regulators:** The BAC receives reports prepared by management that assess the control effectiveness of Macquarie's Operating and Central Services Groups.

Auditor independence

Before the Board approves the interim and year-end financial reports, the BAC reviews the independence of the external auditor, PricewaterhouseCoopers (PwC).

Macquarie's *Audit and Assurance Independence Policy* requires BAC approval, or between meetings the approval of the BAC Chair for subsequent ratification by the BAC, for non-audit work performed by the external auditor if the proposed service falls outside the scope of pre-approved services or the proposed engagement fee exceeds the policy's local currency threshold.

The policy, which reflects Australian legal requirements, also requires that Macquarie's lead auditor and review auditor be rotated every five years unless the Board grants approval to extend the term for up to a further two years.

Ms Kristin Stubbins of PwC has been Macquarie's lead auditor since FY2020. She attended the Annual General Meeting (AGM) held during the reporting period and was available to answer questions about the conduct of the audit, and the preparation and content of the auditor's report.

Corporate Governance Statement

Continued

In FY2023, the BAC recommended to the Board, and the Board approved, a replacement lead auditor who is expected to commence their term following the conclusion of the FY2024 audit, in line with the lead auditor rotation requirements of the *Corporations Act 2001* (Cth) (the Act).

Macquarie's auditor provides a declaration to the BAC at the time of Macquarie's interim and year-end financial reports, that no prohibited non-audit services have been provided. The external auditor is also required to declare in their audit report that they are independent of MGL and its subsidiaries in accordance with the auditor independence requirements of the Act and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (including Independence Standards) that are relevant to its audit of the financial report in Australia.



The BAC Charter and the External Auditor Policy Statement describe key aspects of Macquarie's *Audit and Assurance Independence Policy* and external auditor review process, and are available at macquarie.com/corporate-governance

Review of the quality and effectiveness of the external auditor's performance

The BAC conducts an annual review of the quality and effectiveness of the external auditor, including qualifications, expertise, resources and performance of the external auditor, PwC. During FY2022, the BAC determined to implement a more detailed, comprehensive review of the external auditor which will be conducted at least every five years, beginning in FY2024, in addition to its annual external auditor review processes.

The annual evaluation involves assessing PwC's performance against ASIC's audit quality guidance, obtaining feedback from the Board and senior stakeholders across various Macquarie finance and business teams, and obtaining and reviewing feedback from PwC on the results of any internal or other external audit quality reviews relating to the audit. The comprehensive review will focus on the performance of the audit firm over several years – both at Macquarie and as a firm in servicing its clients, its industry expertise, application of professional scepticism, internal quality processes and independence processes. This enhanced periodic review strengthens the governance framework for the external auditor and helps manage risks relating to the external auditor's independence and effectiveness, which may include the risk of institutional familiarity arising from the external auditor's tenure.

A written report summarising the results of the annual and comprehensive (as applicable) review and feedback from the Board and senior stakeholders across Macquarie finance and business teams, is presented to, and discussed at, a BAC meeting and separately discussed with PwC.

Based on the results of this year's annual performance and independence reviews, in May 2023 the BAC recommended to the Board that PwC continue in its role as Macquarie's external auditor.

Board evaluation and consideration

In FY2023, the Board exercised its continuing oversight of the performance of the external auditor. Board members provided feedback forming part of the annual performance review of the external auditor considered by the BAC to assess their effectiveness and service quality.

Based on that assessment, the results of the auditor independence review and recommendation of the BAC, in May 2023 the Board agreed that PwC should continue as Macquarie's external auditor.

Chief Executive Officer and Chief Financial Officer declaration

Before the MGL and MBL Boards consider and approve the interim and year-end financial statements, each Board receives written confirmation from their respective CEO and Chief Financial Officer (CFO) that, in their opinion, the financial records have been properly maintained, the financial statements comply with the appropriate accounting standards and give a true and fair view of the company's financial position and performance, and their opinion is based on a sound system of risk management and internal control which is operating effectively in all material respects.

Board and management

MGL's Constitution sets out requirements concerning board size, meetings, election of directors and the powers and duties of directors. In accordance with the Constitution, the Board has resolved that the maximum number of Voting Directors (Directors) is currently 12.

The Board Charter details the Board's role and responsibilities and matters expressly reserved for the Board, which include approving the annual strategy and business plan, adopting an annual budget, approving Macquarie's funding and capital management strategy, approving Macquarie's *Risk Appetite Statement* and *Risk Management Strategy*, monitoring material risks faced by Macquarie and how they are managed, appointing the CEO and approving group policies relating to remuneration, diversity and the *Code of Conduct*. The role of the Board is to promote the long-term interests of Macquarie, taking into account Macquarie's specific and broader responsibilities to its shareholders, funders, clients, employees and the communities in which it operates.

The Board is assisted by its various Board Committees as detailed in each Board Committee Charter.



MGL's Constitution and Board Charter are available at macquarie.com/corporate-governance

The Board determines delegations to management and approves applicable limits and policies.

The CEO has been granted authority for matters not reserved for the Board or a Board Committee. Macquarie's Management Committees assist in the exercise of the CEO's delegated authority. The CEO, the CRO and the CFO report to the Board at each meeting. In addition to regular reporting from management, the Board has unrestricted access to senior management and external advisers.

The Company Secretary is appointed by and accountable to the Board, through the Chair, for matters relating to the proper functioning of the Board.

Board Committees

MGL's five standing Board Committees assist the Board in its oversight role. Board members have access to all Board Committee meeting papers and may attend any Board Committee meeting. Subsequent to each Board Committee meeting, the minutes are included in the Board papers and presented to the Board by the respective Committee Chairs.

The Chairs of the Board and each Board Committee meet to broadly consider the work plan, responsibilities and the performance of each Committee and to focus on any areas of overlap or gaps in Committee reporting and responsibilities, including coordination of non-financial risk reporting between Committees and the coverage of risk reporting across Committees.



The Board Committee Charters detailing the responsibilities of each Committee are available at [macquarie.com/corporate-governance](https://www.macquarie.com/corporate-governance)

Allocation of responsibilities between Board Committees

The following table provides a summary of the allocation of responsibilities between Board Committees.

Committee	Role
Board Risk Committee (BRiC)	The BRiC assists the Board by providing oversight of Macquarie's risk management framework and advising the Board on Macquarie's risk appetite, risk culture and risk management strategy. Except to the extent another Board Committee is responsible, the BRiC receives information on material risks and reviews the impact of developments in markets in which Macquarie operates on its risk position and profile. The BRiC monitors Macquarie's risk culture and, with assistance from the BGCC, conduct risk and certain other non-financial risks, and forms a view on Macquarie's risk culture and the extent to which it supports the ability of Macquarie to operate consistently within its risk appetite. The CRO reports directly to the CEO and has a secondary reporting line to the BRiC.
Board Governance and Compliance Committee (BGCC)	The BGCC assists the Board with adopting the most appropriate corporate governance standards for Macquarie and assists the Board in monitoring regulatory, legal, compliance and financial crime risk matters for Macquarie, including reviewing and monitoring compliance with Macquarie's Conduct Risk Management Framework and its implementation. In addition, the BGCC reviews and monitors Macquarie's work health and safety, environmental and social risk management policies and customer and client reporting. The BRiC, BRC and BAC oversee aspects of the regulatory, legal and compliance risk matters for Macquarie relating to their duties and responsibilities.
Board Remuneration Committee (BRC)	The BRC makes recommendations to the Board that promote appropriate remuneration policies and practices for Macquarie that drive behaviours that support remuneration outcomes which align with Macquarie's financial and non-financial risk outcomes, promote Macquarie's <i>Code of Conduct</i> and accountability of staff for the business and customer outcomes they deliver by encouraging a long-term perspective. The BRC reviews HR-related reports and consults with the BRiC, BGCC and BAC to ensure risk outcomes are appropriately reflected in remuneration outcomes. The BRC is also responsible for remuneration related disclosures in the Remuneration Report.
Board Audit Committee (BAC)	The BAC assists the Board with its oversight of the quality and integrity of the accounting, auditing and financial reporting of Macquarie. The BAC also reviews the adequacy of Macquarie's control framework for financial regulatory reporting to APRA and prudential regulators in other jurisdictions and monitors the internal financial control environment. The BAC at least annually, reviews and assesses, and reports to the Board on the quality, effectiveness, objectivity and independence of the external auditor, and other matters relating to the prior year's audit and reports to the Board on the annual performance review of the external auditor. The BAC reviews reports from the external auditor and Internal Audit, referring matters relating to the duties and responsibilities of the BRiC and BGCC to the appropriate Board Committee. The BAC also monitors and reviews the performance objectives and rating, remuneration and the degree of independence of the Head of Internal Audit and the effectiveness of the Internal Audit function.
Board Nominating Committee (BNC)	The BNC assists the Board in satisfying itself that it has an appropriate mix of skills, experience, tenure and diversity for the Board to be an effective decision-making body and to provide successful oversight and stewardship of Macquarie.

Corporate Governance Statement

Continued

Board and Board Committee membership

The Board has eight Directors, comprising seven Independent Directors and one Executive Director, who is the MGL Managing Director and Chief Executive Officer (CEO).

The Chair of the Board is Mr Glenn Stevens, an Independent Director, who has been the Chair of the Board since 10 May 2022. Ms Shemara Wikramanayake is the CEO of MGL.

Each Board Committee has an Independent Director as its Chair and comprises members who are Independent Directors. Other than the Chair of the Board, all Independent Directors are members of at least two Board Committees and all Independent Directors are members of the BNC.

The Chair of the Board and the CEO receive a standing invitation to all Board Committee meetings and attend as they consider appropriate. The following table sets out the current composition of the Board, each Director's date of appointment and the membership of each Board Committee.

During FY2023:

- following Mr Warne's retirement, Mr Stevens was appointed as Chair of the Boards of MGL and MBL, effective 10 May 2022
- Mr Stevens was appointed as Chair of the BNC, effective 10 May 2022, and stepped down as a member of the BRiC and BAC, effective 1 June 2022
- Ms Hinchliffe was appointed as a member of the BGCC and Chair of the BAC, effective 28 July 2022, and stepped down as a member of the BRiC, effective 1 June 2022
- Mr Philip Coffey was appointed as a member of the BGCC, and stepped down as a member of the BAC and BRC, effective 1 June 2022
- Ms Rebecca McGrath was appointed as a member of the BRC, effective 1 June 2022
- Mr Mike Roche was appointed as a member of the BAC, effective 1 June 2022
- Ms Jillian Broadbent stepped down as a member of the BRiC, effective 1 June 2022
- Mr Coleman retired from the MGL Board, effective 28 July 2022.



Members' attendance at Board and Board Committee meetings during the past year is contained in the Directors' Report in our Annual Report at [macquarie.com](https://www.macquarie.com)

The current Board and Board Committee membership is set out in the table below.

	MGL Board	Risk	Governance and Compliance	Remuneration	Audit	Nominating
MGL Independent Directors (when commenced)⁽⁴⁾						
Glenn Stevens AC (November 2017)	Chair					Chair
Jillian Broadbent AC (November 2018)	Member			Chair		Member
Philip Coffey (August 2018)	Member	Chair	Member			Member
Michelle Hinchliffe (March 2022)	Member		Member		Chair	Member
Rebecca McGrath (January 2021)	Member	Member	Member	Member		Member
Mike Roche (January 2021)	Member	Member		Member	Member	Member
Nicola Wakefield Evans AM (February 2014)	Member	Member	Chair		Member	Member
MGL CEO (when commenced)						
Shemara Wikramanayake (August 2018)	Member					

(4) Board Committee composition changes that occurred in FY2023 are set out in the Directors' Report under 'Board and Board Committee meetings and attendance' in our Annual Report.

Board skills and experience

The Board believes that its membership should comprise high calibre directors with an appropriate mix and diversity of skills, professional experience, tenure and personal background that allow the Directors individually, and the Board collectively, to:

- discharge their responsibilities and duties under the law effectively and efficiently
- consider and form a view on Macquarie's culture and governance
- understand the business of Macquarie and the environment in which it operates so as to be able to set, with management, the objectives, goals and strategic direction that will promote the creation of superior and sustainable shareholder value; and meet Macquarie's responsibilities to its shareholders, funders, clients, employees and the communities in which it operates
- assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new Directors, the BNC identifies the competencies and diversity required to enable the Board to fulfil its responsibilities. In doing so, the BNC has regard to the results of the annual appraisal of the Board's performance, the performance of each Director and ongoing succession planning.

The Board comprises highly experienced senior business leaders from a variety of professional backgrounds who each meet the fundamental requirements and, collectively, possess the skills, experience, tenure and diversity considered necessary to appropriately govern an ASX-listed, global, diversified financial group.

From time to time there are areas identified by the Board where additional knowledge would be beneficial, which it addresses by engaging external advisers, conducting site visits, Board workshops and/or requesting more detailed reporting from management. Technology, cybersecurity and digitalisation are examples where this approach has been taken.



Details of the Directors' qualifications and experience are contained in the Directors' Report in our Annual Report at [macquarie.com](https://www.macquarie.com)

Skills Matrix Summary

The competencies of the current Board members and the number of Directors with each skill and their experience is set out below.

Skill	Description	Number of Directors ⁽⁵⁾
Leadership		
Large P&L leadership (CEO experience)	International CEO experience, significant P&L leadership, financial services (or other relevant industry) leadership, and long-term value creation	7
International business	International leadership, multi-country acquisition integration, internationalisation of a high-performance culture, internationalisation of remuneration and incentives, and international business connections	5
Customer and growth		
Innovation/growth mindset	Portfolio approach to innovation, growth business leadership, early adopter mindset, and multi-decade investment horizon	5
Financial services customer/client understanding	Customer advocacy, financial services customer segments, financial services customer needs and frustrations, and the digital expectations of customers	6
Finance and commercial		
Financial, commercial and strategic acumen	Portfolio based capital allocation, multi-jurisdictional financial systems and processes, successful strategic development and implementation, and business planning and budgeting	8
Technical audit	Financial services accounting, external and internal audit, financial controllership, and process and preparation of financial statements	4
Governance, risk and legal		
Large listed governance	Relevant board experience, board/committee leadership, board procedures and processes, investor engagement, and continuous disclosure regime	8
Financial services regulation	Knowledge of regulation, regulatory relationship leadership, proactive regulatory engagement, regulatory process and decision makers, and regulatory negotiation	7
Functional oversight		
People, culture and remuneration	Setting a balanced remuneration framework, external remuneration engagement, short and long-term incentives, and succession planning	6
Change management	Major project governance and oversight, vendor management, change management, and project risk and oversight	4

(5) Number of directors who have a primary skill (i.e. a consistent ability to identify complex issues) in each area.

Corporate Governance Statement

Continued

Skill	Description	Number of Directors ⁽⁵⁾
Technology and digital	Financial services technology, systems integration and vendor management, data management, privacy and data regulation, cybersecurity risk, digital strategy, and execution of digital transformation	3
Risk governance	Risk management systems, risk reporting to the board, crisis management, regulatory risk management, HR and people risks, and development, construction and operations	8
Bank/Group specific		
Australian retail/commercial banking	Australian financial services understanding, banking P&L leadership, retail banking experience, mortgage oversight, banking systems, and wealth management	5
Global financial and capital markets	Trading P&L leadership, trading risk oversight, and global markets understanding	7
Global funds management	Funds management P&L leadership, private asset investment, public securities investment, emerging markets investment, and client knowledge	4
Global investment banking	Global investment banking experience, investment banking P&L leadership, investment banking risk oversight, investment banking people and culture oversight, debt and equity capital markets, advisory, and merchant banking	6

Director independence

Macquarie recognises that independent directors have an important role in assuring shareholders that the Board is able to act in the best interests of MGL and independently of management. MGL's NEDs meet regularly in the absence of management and Directors are also able to consult independent experts at MGL's expense, subject to the estimated costs being approved by the Chair in advance as being reasonable. The Board Charter requires that the Board has a majority of NEDs who satisfy MGL's criteria for independence.

The independence of NEDs is assessed prior to appointment and reviewed annually by the BGCC. The Board believes that independence is evidenced by an ability to constructively challenge and independently contribute to the work of the Board. MGL's criteria for assessing director independence align with the guidance provided in the 4th edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

 MGL's Policy on Director Independence is available at [macquarie.com/corporate-governance](https://www.macquarie.com/corporate-governance)

88%

of Board members are Independent Directors

100%

of Board Committee members are Independent Directors

The findings of the annual review of Director independence by the BGCC are considered by the Board. As part of the review, MGL's criteria for assessing director independence are sent to each Independent Director. They are requested to confirm whether they have any interests, positions or relationships with Macquarie that could materially interfere with the Director's capacity to bring independent judgement on matters before the Board and act in the best interests of MGL. This year, there were no material or substantial relationships that were assessed as impacting on the independent judgement of MGL's NEDs. Some of the Directors hold positions in companies with which Macquarie has commercial relationships. All these dealings are not material and are in the ordinary course of business on arm's length commercial terms.

Dealing with potential conflicts of interest

Macquarie recognises that conflicts of interest or potential conflicts of interest may arise from time to time for its Directors. Macquarie has in place procedures to identify and monitor for such conflicts and to adopt appropriate measures where these arise.

The Board has protocols for its members for declaring and dealing with potential conflicts of interest that include:

- Board members declaring their interests required under the Act, the ASX Listing Rules and general law requirements
- Board members with a material personal interest in a matter before the Board not receiving the relevant Board paper and not being present at the Board meeting during the consideration of the matter and subsequent vote, unless the Board (excluding the relevant Board member) resolves otherwise
- as a general rule, Board members with other conflicts not involving a material personal interest in a matter before the Board should not receive the relevant Board paper and not be present at the Board meeting during discussion of the matter.

MBL is a subsidiary of MGL. The MBL Board is ultimately responsible for the sound and prudent management of MBL, with due consideration to the interests of deposit holders. Where potential conflicts arise, there are a number of measures available to Directors of the relevant Board to deal with such conflicts (e.g., consideration by the MBL Board Conflicts Committee, BOND representation on the MBL Board and Board Committees, etc.). Management will also assist by giving Directors sufficient information to manage conflicts appropriately. Each Director has the ability to obtain independent advice or consult with independent experts where that Director considers it necessary to carry out their duties and responsibilities.

Board renewal, appointment and performance

The Board, with the assistance of the BNC, regularly assesses the skills, experience, tenure and diversity required collectively for the Board to effectively fulfil its role. MGL's *Policy on Board Renewal, Appointment of Directors and Board Performance Review* sets out the fundamental factors relevant to the selection and appointment of new Directors and the process for assessing performance of the Board.

 MGL's *Policy on Board Renewal, Appointment of Directors and Board Performance Review* is available at macquarie.com/corporate-governance

Board diversity and tenure

The Board believes that its membership should comprise Directors with an appropriate mix and diversity of skills, professional experience, tenure, gender and personal background. The general expectation is that NEDs will serve three 3-year terms from first election by shareholders. NEDs may serve for longer than three 3-year terms if the Board considers it to be of significant benefit to MGL.



Years of NED tenure



Director appointment, induction and development

In accordance with Macquarie's *Fit and Proper Policy*, prior to the Board appointing a Director, appropriate background checks are undertaken (which may include, but are not limited to, criminal record, bankruptcy and education checks). Directors appointed to fill a casual vacancy stand for election at the first AGM following their appointment. The notice of meeting provides shareholders with material information relevant to a decision as to whether to elect or re-elect a Director including their skills, experience, other directorships and an acknowledgement that they will have sufficient time to fulfil their responsibilities as a Director.

All Directors have received an appointment letter setting out the terms of their appointment. The material terms of appointment are set out in MGL's *Policy on Board Renewal, Appointment of Directors and Board Performance Review*.

New Directors also undertake an induction program covering relevant matters such as Board and Board Committee practices and procedures, prudential requirements and briefings with Heads of Operating and Central Service Groups and other staff.

NEDs identify business awareness needs on an ongoing basis and regular Board workshops are held during the year on topical, emerging business and governance issues relevant to Macquarie. The BRIC, including at regular meetings of the Chairs of the Board and Board Committees, reviews the annual schedule of Board workshop sessions. In addition to workshops, the Board has generally scheduled two separate visits to international Macquarie offices annually. In FY2023, the Board held Board visits with the US and EMEA offices.

The BNC reviews the skills and experience of the NEDs. As part of the Board performance review, the Board periodically considers whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role on the Board effectively.

Board performance

A Director's continuing Board membership is subject to their performance and ongoing relevance of their skills and experience. The Board undertakes a formal annual performance assessment to review its performance and the performance of each Director with emphasis on those individual Directors who are required to stand for re-election at the next AGM. The Board considers the performance and skills of Directors standing for re-election and whether other particular skills or experience not currently available are needed prior to determining whether to recommend their re-election to shareholders.

Every three years an external facilitator conducts the Board's performance review. In the intervening years, an internal performance assessment is led by the Chair with the support of the Company Secretary.

Corporate Governance Statement

Continued

The process for conducting the review is agreed by the Board. Typically, the process includes individual interviews by the Chair or an external facilitator with each Director and the use of a self-assessment questionnaire to cover matters such as:

- the Board's contribution to developing strategy
- the Board's performance relative to its objectives
- interaction between the Board and management and between Board members
- the Board's oversight of business performance and risk management
- Board composition and renewal, including consideration of relevant skills and capabilities
- the operation of the Board, including the conduct of Board meetings, Board culture and Chair leadership
- stakeholder management
- succession and remuneration.

A written report summarising the results and feedback is presented to the Board and discussed at a Board meeting. A nominated Independent Director or the external facilitator provides performance feedback to the Chair based on discussion with the other Directors.

The Board's review in FY2023 was conducted internally in accordance with the process described above.

Board Committee performance

As part of the Board's annual performance assessment, the functioning and performance of the Board Committees is reviewed. Each Board Committee also undertakes a more detailed review, at least biennially, of its performance and the extent to which it has met its responsibilities set out in its Charter. The process for the review of Board Committee performance also includes use of a self-assessment questionnaire and discussion of the outcomes, including recommendations, which is led by the Chair of the respective Board Committee.

The next biennial review is scheduled for FY2024.

Employment and performance of senior executives

In accordance with Macquarie's *Fit and Proper Policy*, prior to a senior executive being appointed, appropriate background checks are undertaken (which may include, but are not limited to, criminal record, bankruptcy and education checks).

All Executive KMP receive an employment contract setting out the terms of their employment. The material terms of their employment are set out in the Remuneration Report.

There is a consistent and comprehensive process for the Board and the BRC to assess the performance of the MGL CEO and each Executive KMP during the year to enable them to determine remuneration outcomes at the end of the year. The BRC oversees the process for the annual performance review of the MGL CEO and other Executive KMP, and, with the assistance of the MBL BRC, the annual performance review of the MBL CEO and other MBL Executive KMP.

As part of the annual review of the MGL CEO's performance, the MGL CEO meets with the Board to consider formal documentation that outlines her view of Macquarie's performance, including financial performance, risk management and compliance, business leadership including customer and community outcomes, and people leadership and professional conduct consistent with the *Code of Conduct* and *What We Stand For*. A similar process is followed to review the performance of the MBL CEO with the MBL Board.

The MGL CEO evaluates, at least annually, the performance of the Executive KMP. Performance criteria vary according to the individual's role but include (as appropriate) financial performance, business and people leadership, their business judgement as well as a holistic assessment of both financial and non-financial risks, including conduct matters and outcomes for our clients and partners. The MGL CEO reports to the Board and the BRC on the performance of these key executives and the BRC recommends individual senior executive remuneration for Board approval.

The Board and the MGL CEO seek to ensure that remuneration for the CRO is determined in a way that preserves the independence of this function and maintains Macquarie's robust risk management framework.

A performance evaluation for senior executives has taken place during the year in accordance with the process described above.



Details of the nature and amount of remuneration for each Executive KMP and Macquarie's remuneration policies and practices are contained in the Remuneration Report in our Annual Report at [macquarie.com](https://www.macquarie.com)

Diversity and Community

Diversity, Equity and Inclusion

Macquarie recognises that the diversity of its people is one of its greatest strengths. An inclusive, equitable workplace enables Macquarie to embrace diversity to deliver more innovation and sustainable solutions for its people, clients, shareholders and communities.

The diversity of Macquarie's staff remains fundamental to its success. Macquarie's *Workforce Diversity Policy* defines its diversity commitment and the structures in place to ensure its realisation, including the requirement that the BRC sets measurable objectives for increasing the diversity of Macquarie's workforce and annually assessing both those objectives and Macquarie's progress in achieving them.



Macquarie's *Workforce Diversity Policy* is available at macquarie.com/diversity-equity-and-inclusion

Macquarie recently refreshed the Global Diversity, Equity and Inclusion (DEI) Strategy, creating four aligned regional action plans. Each region has implemented an extensive range of programs and initiatives to support the achievement of the overall diversity and inclusion strategy.

Macquarie reports against its diversity objectives, which include increasing the proportion of women and people from under-represented groups at all levels in the Macquarie workforce. This includes increasing diverse representation at senior leadership levels (Board of Directors, Executive Committee, Division Head and Senior Executive). The principles of equity and inclusion are embedded in Macquarie's people related practices and processes, including core talent programs, talent acquisition processes and promotion criteria, to ensure all staff have access to equitable opportunities.

All Macquarie staff, including its most senior leaders, are required to have annual DEI objectives, driving accountability from the top down. The BRC is responsible for reviewing and approving the annual Diversity, Equity and Inclusion section for the Annual Report. Reporting to the BRC sets out the composition of Macquarie's workforce, gender and cultural representation and progress towards achieving its measurable objectives for diversity.



Macquarie's measurable objectives for achieving diversity and progress towards achieving those objectives are detailed in the Diversity, Equity and Inclusion section in our Annual Report at macquarie.com

Macquarie and the community

Macquarie supports the wider community through various programs, including the Macquarie Group Foundation's (Foundation) employee engagement, grantmaking and social impact investing, and Macquarie Sports and the Macquarie Group Collection (Collection).

The Foundation is governed by the Macquarie Group Foundation Committee (Committee), which comprises of 12 senior executives from across Macquarie. The Committee is chaired by Mr Alex Harvey, Chief Financial Officer of Macquarie.

Committee members bring specific areas of expertise and experience and represent the geographical spread of Macquarie's employees. The Committee meets regularly to assess funding applications, review the Foundation's activities, and to set and monitor strategy.

The Foundation's social impact investments are overseen by the Social Impact Investment Advisory Committee (SIAC), which comprises senior employees with a range of investment experience from across Macquarie. The SIAC is chaired by Verena Lim, Asia CEO and Executive Director, Macquarie Asset Management.

The Macquarie Sports Advisory Committee meets quarterly to evaluate program activity, assess any requests for funding, and determine any future program opportunities. The Macquarie Sports Advisory Committee comprises eight senior staff from across Macquarie and is chaired by Mr Antony Green, Executive Director, Macquarie Capital.

Acquisitions for the Macquarie Group Collection are made by an Art Committee, made up of 12 Macquarie employees, together with an external advisor. The Collection has a cohesive integrity and it's the Art Committee's responsibility to uphold this integrity through the acquisition process. The Art Committee is chaired by Ms Jacqui Vanzella, Executive Director, Financial Management Group.

Together with Macquarie employees, the Foundation has contributed over \$A570 million to thousands of non-profit organisations since its inception in 1985. In FY2023, the Foundation continued to drive social impact work for Macquarie and funding from the Foundation, together with charitable donations and fundraising efforts by Macquarie employees, totalled \$A52 million and was contributed to over 2,500 non-profit organisations around the world.

The Foundation's grantmaking efforts in each region focus on issues of local relevance, and garner additional support from employees through mentoring, training, knowledge sharing and employability programs. In FY2023, the Foundation made new grants totalling over \$A8.9 million, adding to a multi-year grant portfolio that now consists of over 40 organisations.⁽⁶⁾ The Foundation also made its first global employment focused grant to Generation You Employed, which will support over 2,000 people into decent work in the green, technology and health sectors in Australia, the UK, France, Brazil and India.

To expand the scope and scale of the Foundation's impact, \$A20 million was allocated to the Foundation for social impact investing. In FY2023, the Foundation invested in Good Return and White Box Enterprises. These investments are catalytic in nature and provide access to funding which may otherwise be inaccessible.

Designed to provide people facing barriers to employment with profession-specific training to enter the green sector, the first-of-its-kind Green Jobs program, a shared value initiative in partnership with the Green Investment Group, has yielded compelling results in its first year. Across five cohorts of learners, 86 people were enrolled, 53 have graduated and 33 have been placed into jobs.⁽⁷⁾

(6) Figure includes Foundation grants, Macquarie Sports grants and India CSR grants.
(7) As at 31 March 2023.

Corporate Governance Statement

Continued

Macquarie Sports launched its new grantmaking program, supporting sports focused organisations delivering education, training, and employment programs for young people in Australia who face barriers to opportunity. This year The Clontarf Foundation and Surfing Australia became the inaugural grant partners.

In a unique corporate collecting model, the Macquarie Group Collection features art in all media, around the theme 'The Land and Its Psyche', reflecting the diversity of the country as seen through the eyes of its artists.



Further information about the Macquarie Group Foundation is available at macquarie.com/community

Commitment to shareholders and an informed market

Macquarie is committed to ensuring that the market as a whole is relevantly and consistently informed regarding information about Macquarie by providing securityholders and the market with timely, balanced, direct and equal access to information issued by Macquarie, to promote investor confidence in the integrity of Macquarie and in the trading of its securities.

Macquarie has a continuous disclosure policy that is incorporated in its *Continuous Disclosure and External Communications Policy*. This policy includes a Continuous Disclosure Committee, which may be convened to consider matters that may require disclosure to ASX in accordance with Macquarie's continuous disclosure obligations.

All external communications that include any price sensitive material for public announcement, annual and interim result announcements, release of financial reports, presentations to investors and analysts and other prepared investor presentations for Macquarie will, in accordance with the *Continuous Disclosure and External Communications Policy*:

- be factual and subject to internal review and authorisation before issue
- not omit material information
- be timely and expressed in a clear and objective manner.

Material announcements relating to matters that fall within the reserved powers of the Board or which are otherwise clearly within the purview of the Board's responsibilities, are provided to the Board for approval.

The Board receives copies of material market announcements promptly after they have been released by ASX.



Macquarie's *Continuous Disclosure and External Communications Policy* is available at macquarie.com/corporate-governance

Macquarie has an investor relations program to facilitate effective two-way communication with investors and analysts and to provide a greater understanding of Macquarie's business, performance, governance and financial prospects. Macquarie engages with institutional investors, private investors, sell-side analysts and buy-side analysts throughout the year via scheduled and ad hoc interactions.

As part of Macquarie's commitment to keep its investor base informed, management presents at various investment conferences and conducts investor visits and meetings (including virtual) throughout the year. All material investor or analyst presentations are lodged with ASX ahead of the presentation and made available on Macquarie's website.

Periodic corporate reports are verified internally by management prior to release to ASX and subject to external audit or review by PwC as required. The verification process allocates material disclosures within the relevant document to designated persons to substantiate the disclosures by reference to company source documents or, if no source documents are available, by persons with the knowledge and expertise to confirm the accuracy and completeness of the disclosures.

Macquarie's website

Recent announcements, past and current reports to shareholders, including summaries of key financial data, operational briefing presentations, AGM webcasts and copies of recent notices of meeting are available on the investor centre page of our website. Investor Relations contacts are also available on our website.

Shareholders can elect to receive communications from, and send communications to, MGL and MGL's share registry electronically by visiting the Investor contacts page on Macquarie's website.



Further information about Macquarie is available at macquarie.com

Shareholder meetings

MGL encourages shareholders to participate in general meetings and aims to choose a date, time and venue convenient to its shareholders. For shareholders who are unable to attend in person, MGL provides a webcast of its AGM and any other general meetings. The results of all resolutions are lodged with ASX as soon as they are available after the meeting.

MGL typically holds its AGM in July each year.

Notices of meeting are accompanied by explanatory notes on the items of business and together they seek to clearly explain the nature of business of the meeting.

If shareholders are unable to attend the meeting, they are encouraged to vote on the proposed motions by appointing a proxy. The proxy form included with a notice of meeting explains how to appoint a proxy. Online proxy voting is also available to shareholders.

Unless specifically stated in a notice of meeting, all holders of fully paid ordinary shares are eligible to vote on all resolutions. MGL's practice is that voting on each proposed resolution is conducted by poll.

MGL seeks to conduct its shareholder meetings in a courteous manner for those attending. In the interests of attending shareholders, the chair of the meeting will exercise their powers to ensure that the meeting is conducted in an orderly and timely fashion.

MGL's 2022 AGM was held as a hybrid meeting with shareholders able to attend in person or online. Shareholders were provided with various alternatives to participate in the AGM, including by watching the AGM live through a facility that enabled shareholders to vote and to ask questions or make comments online and a dial-in teleconference to listen to the meeting live and to ask questions on the telephone but not vote.

 Further information about Macquarie is available at macquarie.com/investors

Key policies

Anti-bribery and Corruption Policy

Macquarie's *Anti-bribery and Corruption Policy* strictly prohibits the actual or attempted use of any form of bribery or corruption either directly or indirectly on Macquarie's behalf to advance its business interests or those of its associates. Bribery and corruption are incompatible with the *Code of Conduct*, *What We Stand For* and the probity and integrity expected of Macquarie's NEDs and staff.

RMG, headed by the CRO, oversees the operation of the policy.

 Macquarie's *Anti-bribery and Corruption Policy* is available at macquarie.com/corporate-governance

Dealing with potential conflicts

Staff are expected to appropriately manage or avoid any conflict of interest between Macquarie or its clients and the interests of a staff member. Activities such as personal investment and outside business activities are subject to disclosure and pre-approval.

Macquarie's *Conflicts of Interest Policy* sets out the framework, controls and administration for identifying, preventing and managing conflicts of interest – whether actual, potential or perceived.

Macquarie has established various systems and controls to prevent and manage conflicts of interest, many of which are outlined in Macquarie's policies in relation to conflicts of interest, information barriers and confidentiality, investment research, personal investments, gifts and entertainment, outside business activities, allocations of financial products, personal relationships in the workplace and political contributions. Conflict checks are required prior to entering into certain business arrangements.

Managing conflicts of interest forms part of the training on *What We Stand For* and the *Code of Conduct* for all new and existing staff.

Trading Macquarie securities

Key principles of the *Trading Policy* include:

- **trading prohibition while in possession of material non-public information:** Dealing in Macquarie securities while in possession of inside information is prohibited
- **trading windows:** Generally, Directors and staff may only trade in Macquarie securities during designated trading windows following MGL's announcement of its interim results, full year results and AGM
- **pre-clear securities trading:** Directors and staff must pre-clear their Macquarie securities trading
- **excluded dealings:** Certain types of transactions such as acquisition of securities under an employee share plan or participation in a dividend reinvestment plan may be effected outside a trading window without pre-clearance
- **unvested equity held in the MEREP and shares held to meet the minimum shareholding requirement cannot be hedged.**

Each member of the Board is encouraged to consider positions in a Macquarie security as a long-term investment and is not permitted to trade derivatives relating to a Macquarie security without the prior approval of the Chair of the Board (in consultation with the CEO). Board members and Executive KMP are also required to annually disclose to Macquarie any financing arrangements relating to their Macquarie securities and manage their financing arrangements in accordance with Macquarie's policies.

 MGL's *Trading Policy* sets out the restrictions that apply to dealing in Macquarie securities by Directors and Macquarie staff, including Executive KMP, and is available at macquarie.com/corporate-governance

Corporate governance in Macquarie-managed funds

Macquarie's expertise in managing fund assets and sourcing new value-adding opportunities is a key attraction for investors in Macquarie-managed funds (Funds).

The Funds adopt an appropriate governance framework to ensure that key decisions are taken in the best interests of investors consistent with the Funds' mandates and regulatory requirements.

 Macquarie's *Statement of Corporate Governance in Macquarie-managed Funds* sets out the key elements of the corporate governance framework for Macquarie-managed funds and is available at macquarie.com/corporate-governance

This Corporate Governance Statement is current as at 4 May 2023 and has been approved by the Board.

 Our Corporate Governance Statement and Key to Disclosures (Appendix 4G) have been lodged with ASX and are available at macquarie.com/corporate-governance

macquarie.com