

Appendix 3Y

Change of Director's Interest Notice

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

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

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

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

Name of Director	Nicholas W Moore
Date of last notice	3 July 2015 re: Macquarie Group Limited fully paid ordinary shares (MQG shares) and Restricted Share Units (RSUs) and Performance Share Units (PSUs) held under the Macquarie Group Employee Retained Equity Plan (MEREP).

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

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

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

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ul style="list-style-type: none"> • Securities registered in the name of Venamay Pty Limited, a company in which Nicholas Moore has a relevant interest.
Date of change	<ul style="list-style-type: none"> • 12 August 2015 re conversion of vested PSUs granted under prior shareholder approval; • 14 August 2015 re release of vested RSUs granted under prior shareholder approval; and • 17 August 2015 re grant of RSUs and PSUs, under prior shareholder approval.
No. of securities held prior to change	<p>MQG shares:</p> <ul style="list-style-type: none"> • 1,246,519 MQG shares held by Nicholas Moore; and • 365,295 MQG shares held by Venamay Pty Limited. <p>MEREP Awards held by Nicholas Moore:</p> <ul style="list-style-type: none"> • 649,723 RSUs; and • 308,108 PSUs.

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<p>Class</p>	<ul style="list-style-type: none"> • PSUs structured as a Deferred Share Unit (DSU), being a right to receive MQG shares in the future, with performance hurdles attached; • RSUs held under the MEREP, being a beneficial interest in a share held by the MEREP Trust; and • MQG shares.
<p>Number acquired</p>	<p>The grant of PSUs and RSUs on 17 August 2015 was approved by shareholders on 23 July 2015 at Macquarie's Annual General Meeting (AGM):</p> <ul style="list-style-type: none"> • 124,404 RSUs held by Nicholas Moore; and • 52,947 PSUs held by Nicholas Moore. <p>Conversion on 12 August 2015 of vested PSUs, which formed part of Mr Moore's prior years' remuneration and were approved by shareholders at previous AGMs:</p> <ul style="list-style-type: none"> • 88,227 MQG shares acquired on conversion of vested PSUs. <p>Release on 14 August 2015 of vested RSUs, which formed part of Mr Moore's prior years' remuneration and were approved by shareholders at previous AGMs:</p> <ul style="list-style-type: none"> • 149,077 MQG shares acquired on release of vested RSUs.
<p>Number disposed</p>	<p>On 12 August 2015:</p> <ul style="list-style-type: none"> • 88,227 PSUs converted into MQG Shares for Nicholas Moore. <p>On 14 August 2015:</p> <ul style="list-style-type: none"> • 149,077 RSUs released from the MEREP.
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<ul style="list-style-type: none"> • Mr Moore will not make any cash payment for the grant of PSUs. The PSUs are an incentive mechanism for future performance and subject to performance hurdles as previously disclosed. • Mr Moore received the grant of RSUs in lieu of a cash payment of the corresponding amount of his 2015 profit share. The effective price payable for the FY2015 retained profit share awards for all staff (including Mr Moore) was \$80.68 per RSU. • No cash payment is required for either the conversion of vested PSUs or the release of RSUs from MEREP.

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No. of securities held after change	MQG shares: <ul style="list-style-type: none"> • 1,483,823 MQG shares held by Nicholas Moore; • 365,295 MQG shares held by Venamay Pty Limited. MEREP Awards held by Nicholas Moore: <ul style="list-style-type: none"> • 625,050 RSUs; and • 272,828 PSUs.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Grant of RSUs and PSUs under MEREP, release of vested RSUs and conversion of vested PSUs to ordinary shares.

Part 2 – Change of director's interests in contracts

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

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

Part 3 – +Closed period

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

Dated: 17 August 2015

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