

# 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	1 July 2016 re: Macquarie Group Limited fully paid ordinary shares (MQG shares) and Restricted Share Units (RSUs) and Performance Share Units (PSUs) held under the Macquarie Group Employee Retained Equity Plan (MEREP).

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

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

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

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Securities registered in the name of Venamay Pty Limited, a company in which Nicholas Moore has a relevant interest.
Date of change	15 August 2016
No. of securities held prior to change	<p>MQG shares:</p> <ul style="list-style-type: none"> <li>• 1,651,316 MQG shares held by Nicholas Moore;</li> <li>• 365,295 MQG shares held by Venamay Pty Limited.</li> </ul> <p>MEREP Awards held by Nicholas Moore:</p> <ul style="list-style-type: none"> <li>• 457,557 RSUs; and</li> <li>• 269,411 PSUs.</li> </ul>
Class	<ul style="list-style-type: none"> <li>• PSUs structured as a Deferred Share Unit (DSU), being a right to receive MQG Shares in the future, with performance hurdles attached;</li> <li>• RSUs held under the MEREP, being a beneficial interest in a share held by the MEREP Trust; and</li> <li>• MQG Shares.</li> </ul>

+ See chapter 19 for defined terms.

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Number acquired	<p>The following PSUs and RSUs have been granted to Nicholas Moore following the approval of shareholders on 28 July 2016 at Macquarie's 2016 Annual General Meeting (AGM):</p> <ul style="list-style-type: none"> <li>• 156,144 RSUs; and</li> <li>• 52,887 PSUs.</li> </ul> <p>Acquisition of 92,536 MQG shares on conversion of vested PSUs, which formed part of Mr Moore's prior years' remuneration and were approved by shareholders at previous AGMs.</p>
Number disposed	92,536 PSUs converted by Nicholas Moore into MQG Shares.
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and estimated valuation</p>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• Mr Moore received the grant of RSUs in lieu of a cash payment of the corresponding amount of his 2016 profit share. The effective price payable for the FY2016 retained profit share awards for all staff (including Mr Moore) was \$71.55 per RSU.</li> <li>• No cash payment is required for the conversion of vested PSUs from MEREP.</li> </ul>
No. of securities held after change	<p>MQG shares:</p> <ul style="list-style-type: none"> <li>• 1,743,852 MQG shares held by Nicholas Moore;</li> <li>• 365,295 MQG shares held by Venamay Pty Limited.</li> </ul> <p>MEREP Awards held by Nicholas Moore:</p> <ul style="list-style-type: none"> <li>• 613,701 RSUs; and</li> <li>• 229,762 PSUs.</li> </ul>
<p>Nature of change</p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	Grant of RSUs and PSUs under MEREP 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	

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

**Part 3 – <sup>+</sup>Closed period**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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 2016

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