

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	Shemara Wikramanayake
Date of last notice	28 June 2019 but 21 May 2019 re Restricted Share Units (RSUs) and Performance Share Units (PSUs) held under the Macquarie Employee Retained Equity Plan (MEREP) and Macquarie Group Limited fully paid ordinary shares (MQG Shares).

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 interest.
<p>Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<ul style="list-style-type: none"> • Registered in the name of Aljebra Pty Limited <Aljebra Investment A/C>, as trustee for the Aljebra Investment Trust, of which Ms Wikramanayake is a beneficiary; • Registered in the name of Aljebra Super Pty Limited <Aljebra Super Fund A/C>, on behalf of the Aljebra Superannuation Fund, of which Ms Wikramanayake is a beneficiary; and • Registered in the name of Citicorp Nominees Pty Limited on behalf of the Aljebra Investment Trust, of which Ms Wikramanayake is a beneficiary.

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Date of change	15 August 2019
No. of securities held prior to change	<p>MQG Shares:</p> <ul style="list-style-type: none"> • 41,272 MQG Shares held in the name of Aljebra Super Pty Limited <Aljebra Super Fund A/C; • 571,070 MQG Shares held in the name of Aljebra Pty Limited <Aljebra Investment A/C>; and • 233,930 MQG Shares registered in the name of Citicorp Nominees Pty Limited on behalf of the Aljebra Investment Trust. <p>MEREP Awards held by Shemara Wikramanayake:</p> <ul style="list-style-type: none"> • 190,595 RSUs; and • 113,132 PSUs.
Class	<ul style="list-style-type: none"> • PSUs structured as a Deferred Share Unit (DSU), being a right to receive MQG Shares in the future, with performance hurdles attached; • RSUs held under the MEREP, being a beneficial interest in a share held by the MEREP Trust; and • MQG Shares.
Number acquired	<p>The following PSUs and RSUs have been granted to Shemara Wikramanayake on 15 August 2019 following the approval of shareholders on 25 July 2019 at Macquarie's 2019 Annual General Meeting (AGM):</p> <ul style="list-style-type: none"> • 65,003 RSUs; and • 34,198 PSUs. <p>Acquisition of 37,353 MQG Shares on 15 August 2019 on conversion of vested PSUs, which formed part of Ms Wikramanayake's prior years' remuneration.</p>
Number disposed	37,353 PSUs converted into MQG Shares by Shemara Wikramanayake on 15 August 2019.

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<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<ul style="list-style-type: none"> Ms Wikramanayake 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. Ms Wikramanayake received the grant of RSUs in lieu of a cash payment of the corresponding amount of her 2019 profit share. The effective price payable for the FY2019 retained profit share awards for all staff (including Ms Wikramanayake) was \$122.37 per RSU. No cash payment is required for the conversion of vested PSUs from MEREP.
<p>No. of securities held after change</p>	<p>MQG Shares:</p> <ul style="list-style-type: none"> 37,353 MQG Shares held by Shemara Wikramanayake; 41,272 MQG Shares registered in the name of Aljebra Super Pty Limited <Aljebra Super Fund A/C>; 571,070 MQG Shares registered in the name of Aljebra Pty Limited <Aljebra Investment A/C>; 233,930 MQG Shares registered in the name of Citicorp Nominees Pty Limited on behalf of the Aljebra Investment Trust. <p>MEREP Awards held by Shemara Wikramanayake:</p> <ul style="list-style-type: none"> 255,598 RSUs; and 109,977 PSUs.
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Grant of RSUs and PSUs under MEREP and conversion of vested PSUs to MQG Shares.</p>

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.

<p>Detail of contract</p>	
<p>Nature of interest</p>	

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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?	No
If prior written clearance was provided, on what date was this provided?	No

Date: 21 August 2019

⁺ See chapter 19 for defined terms.