## Directors' Report - Remuneration Report

## for the financial year ended 31 March 2012

| Ex           | xecutive summary                                                                                                                                                                              | 41       |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| Introduction |                                                                                                                                                                                               | 43       |
| 1            | Macquarie's remuneration approach is designed to achieve an appropriate balance between risk                                                                                                  |          |
|              | and return that aligns the interest of staff and shareholders                                                                                                                                 | 44       |
|              | 1.1 Macquarie's remuneration framework remains the same overall                                                                                                                               | 44       |
|              | 1.2 Risk is incorporated into the remuneration process                                                                                                                                        | 44       |
|              | 1.3 Macquarie's remuneration system is structured to balance risk and return                                                                                                                  | 45       |
|              | 1.3.1 Key features of the remuneration system                                                                                                                                                 | 46       |
|              | 1.3.2 Investment of retained profit share                                                                                                                                                     | 47       |
|              | 1.3.3 Forfeiture of retained unvested profit share whilst employed – Malus                                                                                                                    | 48       |
|              | 1.3.4 Early vesting and release of retained profit share                                                                                                                                      | 48       |
|              | 1.3.5 Disqualifying events 1.3.6 Performance share units (PSUs)                                                                                                                               | 49<br>49 |
| _            |                                                                                                                                                                                               | 48       |
| 2            | With only incremental change, Macquarie's remuneration approach has allowed it to meet the expectations of governments, regulators and shareholders, as well as dealing with market pressures | 52       |
| 3            | In a difficult year, Macquarie's creditable performance relative to peers has been supported by the                                                                                           |          |
|              | remuneration approach, allowing it also to motivate and retain key staff                                                                                                                      | 54       |
| 4            | Strong governance has been exercised                                                                                                                                                          | 62       |
|              | 4.1 Strong Board oversight exists to ensure sound overall remuneration governance                                                                                                             | 62       |
|              | 4.2 An independent remuneration review has been undertaken                                                                                                                                    | 64       |
| 5            | Non-Executive Directors continue to be recognised for their role                                                                                                                              | 65       |
|              | 5.1 Non-Executive Director remuneration policy                                                                                                                                                | 65       |
|              | 5.2 Board and Committee fees                                                                                                                                                                  | 65       |
|              | 5.3 Minimum shareholding requirement for Non-Executive Directors                                                                                                                              | 66       |
| Αp           | ppendices: Key Management Personnel disclosures                                                                                                                                               | 67       |
| Αp           | ppendix 1: Key Management Personnel                                                                                                                                                           | 67       |
| Αp           | ppendix 2: Remuneration disclosures - Managing Director and CEO                                                                                                                               | 68       |
| Αp           | ppendix 3: Statutory Remuneration disclosures                                                                                                                                                 | 69       |
| Αp           | ppendix 4: Share and option disclosures                                                                                                                                                       | 74       |
| Αp           | ppendix 5: Loan disclosures                                                                                                                                                                   | 84       |
| ۸r           | nnendix 6: Other disclosures                                                                                                                                                                  | 96       |