

The responsibilities of the BRC are set out in a formal charter which is available on Macquarie's website. Board oversight of the approval framework for remuneration recommendations can be summarised as follows:

Board Approves (on BRC recommendation)

BRC Approves (on behalf of Board)

Executive Remuneration Policy and Framework Recommendations

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| <ul style="list-style-type: none"> — The remuneration policy, its effectiveness and its compliance with legal and regulatory requirements — The appropriate levels of delegated responsibility to management for remuneration-related decisions — The profit share methodology and any adjustments | <ul style="list-style-type: none"> — Identification of the Designated Executive Director population, the FSA Code Staff population, other persons whose activities may affect the financial soundness of Macquarie and senior risk and financial control staff — The profit share pool, calculated in accordance with the Board-approved methodology — The percentage of Executive Directors' retained profit share allocated to Macquarie shares and Macquarie-managed fund equity — The specific notional portfolio allocations of retained profit share amounts for individual Executive Directors — The implementation of the executive remuneration policy, including an annual review of compliance with the Executive Director minimum shareholding requirements |
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Executive Remuneration Recommendations

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| <ul style="list-style-type: none"> — Individual remuneration recommendations¹ for: <ul style="list-style-type: none"> — Executive Committee members — Designated Executive Directors — FSA Code Staff — Senior risk and financial control staff — The total PSU pool available for Executive Committee members — The continued vesting or otherwise of retained profit share amounts for employees covered under the Malus provisions | <ul style="list-style-type: none"> — All individual remuneration and profit share recommendations for other Executive Directors — All individual Director promotion equity grants to staff other than those required to be approved by the Board and / or shareholders |
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Non-Executive Director Remuneration

- The remuneration framework for the Non-Executive Directors of Macquarie and MBL
- Remuneration recommendations for Non-Executive Director fees (subject to the maximum aggregate amount being approved by shareholders)²

¹ Including base remuneration, profit share and PSUs where applicable, with the proviso that that PSU grants to the Managing Director must be approved by shareholders at the Annual General Meeting.

² The *Corporations Act 2001 (Cth)* contains an exception to the general prohibition on voting on a matter in which a Director has a material personal interest, in respect of a director's remuneration as a director.