

Directors' Report

for the financial year ended 31 March 2013

In accordance with a resolution of the Voting Directors (the Directors) of Macquarie Group Limited (Macquarie, MGL, the Company), the Directors submit herewith the income statements and cash flow statements for the year ended 31 March 2013 and the balance sheets as at 31 March 2013 of the Company and its subsidiaries (the Consolidated Entity) at the end of, and during, the financial year ended on that date and report as follows:

Directors

At the date of this report, the Directors of Macquarie are:

Independent Directors

H.K. McCann AM, Chairman

M.J. Coleman⁽¹⁾

D.J. Grady AM

M.J. Hawker AM

P.M. Kirby

C.B. Livingstone AO

J.R. Niland AC

H.M. Nugent AO

P.H. Warne

Executive Director

N.W. Moore, Managing Director and Chief Executive Officer

Other than Mr Coleman, the Voting Directors listed above each held office as a Director of Macquarie throughout the financial year ended 31 March 2013. Those Directors listed as Independent Directors have been independent throughout the period of their appointment.

Details of the qualifications, experience and special responsibilities of the Directors and qualifications and experience of the Company Secretaries at the date of this report are set out in Schedule 1 at the end of this report.

⁽¹⁾ Mr Coleman joined the Board on 9 November 2012.