

**Macquarie Group Limited**  
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23 July 2015



Company Announcements Office  
Australian Securities Exchange Limited  
via ASX Online

Dear Sir/Madam

**Macquarie Group Limited (ASX Code: MQG) – Results of 2015 Annual General Meeting**

In accordance with Listing Rule 3.13.2, please be advised that the resolutions on agenda items 2a, 2b, 4, 5, 6 and 7 in Macquarie's 2015 Notice of Annual General Meeting (AGM Notice) were passed by the requisite majorities at today's Annual General Meeting. The proposed resolution on agenda item 3 in the AGM Notice was not passed. Agenda item 3 related to Mr SD Mayne, who had offered himself for election as a Voting Director. Each of these items was put to a poll at the meeting.

As required by section 251AA(2) of the *Corporations Act 2001 (Cth)*, summaries of the poll voting results and proxy votes for the items are attached.

Yours faithfully

Dennis Leong  
Company Secretary

For personal use only

**ATTACHMENT**

**Poll Results at 2015 Macquarie Group Limited Annual General Meeting**

|    | <b>Resolution</b>  | <b>For</b>  | <b>%</b> | <b>Against</b> | <b>%</b> | <b>Abstain</b> |
|----|--|-------------|----------|----------------|----------|----------------|
| 2a | Re-election of Mr PH Warne as a Voting Director  | 214,521,871 | 99.29    | 1,534,234      | 0.71     | 1,654,830      |
| 2b | Election of Mr GM Cairns as a Voting Director  | 215,397,218 | 99.74    | 553,750        | 0.26     | 1,759,857      |
| 3  | Election of External Nominee as a Voting Director*   | 3,403,362   | 1.58     | 212,076,781    | 98.42    | 2,229,476      |
| 4  | To adopt the Remuneration Report of Macquarie for the year ended 31 March 2015                             | 207,709,366 | 98.80    | 2,521,848      | 1.20     | 2,161,979      |
| 5  | Approval of Executive Voting Director's participation in the Macquarie Group Employee Retained Equity Plan | 209,923,683 | 99.10    | 1,906,229      | 0.90     | 3,614,322      |
| 6  | To increase maximum aggregate Non-Executive Director remuneration  | 211,615,359 | 99.19    | 1,736,612      | 0.81     | 2,022,525      |
| 7  | Approval of the issue of shares under the March 2015 placement   | 131,348,890 | 98.67    | 1,774,642      | 1.33     | 83,176,194     |

**Proxy Summary Results for the 2015 Macquarie Group Limited Annual General Meeting**

|    | <b>Resolution</b>  | <b>For</b>  | <b>Against</b> | <b>Vote at Proxy's Discretion</b> | <b>Total Proxy Votes Exercisable</b> | <b>Abstain</b> |
|----|--|-------------|----------------|-----------------------------------|--------------------------------------|----------------|
| 2a | Re-election of Mr PH Warne as a Voting Director  | 212,914,245 | 1,523,370      | 1,457,483                         | 215,895,098                          | 1,640,807      |
| 2b | Election of Mr GM Cairns as a Voting Director  | 213,773,561 | 545,460        | 1,466,584                         | 215,785,605                          | 1,750,310      |
| 3  | Election of External Nominee as a Voting Director*   | 3,337,619   | 210,523,313    | 1,453,849                         | 215,314,781                          | 2,220,770      |
| 4  | To adopt the Remuneration Report of Macquarie for the year ended 31 March 2015                             | 206,125,136 | 2,508,249      | 1,472,529                         | 210,105,914                          | 2,150,792      |
| 5  | Approval of Executive Voting Director's participation in the Macquarie Group Employee Retained Equity Plan | 208,333,816 | 1,893,781      | 1,460,375                         | 211,687,972                          | 3,586,396      |
| 6  | To increase maximum aggregate Non-Executive Director remuneration  | 210,066,215 | 1,715,880      | 1,451,928                         | 213,234,023                          | 2,001,596      |
| 7  | Approval of the issue of shares under the March 2015 placement   | 129,762,730 | 1,763,341      | 1,457,100                         | 132,983,171                          | 83,146,689     |

\* Agenda item 3 was for the election of an external nominee, Mr SD Mayne, who had put himself forward for election as a Voting Director.