

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	Nicholas W Moore
Date of last notice	7 July 2014 re: Macquarie Group Limited fully paid ordinary shares (MQG shares), Restricted Share Units (RSUs) and Performance Share Units (PSUs) held under the Macquarie Group Employee Retained Equity Plan (MEREP).

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	- Securities held by Venamay Pty Limited, a company in which Nicholas Moore has a relevant interest; and - Securities held by Nicholas Moore in bare trust for Venamay Pty Limited, a company in which Nicholas Moore has a relevant interest.
Date of change	14 August 2014 re exercise of vested PSUs; and 15 August 2014 re release of vested RSUs, grant of RSUs and grant of PSUs.

+ See chapter 19 for defined terms.

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No. of securities held prior to change	MQG shares: • 1,090,222 MQG shares held by Nicholas Moore; • 124,047 MQG shares held by Venamay Pty Limited; and • 241,248 MQG shares held by Nicholas Moore in bare trust for Venamay Pty Limited. MEREP Awards held by Nicholas Moore: • 647,252 RSUs; and • 283,900 PSUs.
Class	• 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	The grant of PSUs and RSUs on 15 August 2014 was approved by shareholders on 24 July 2014 at Macquarie's Annual General Meeting (AGM): • 117,102 RSUs held by Nicholas Moore; and • 84,920 PSUs held by Nicholas Moore. Release of vested RSUs and exercise of vested PSUs from part of Mr Moore's prior years' remuneration approved at previous AGMs: • 41,666 MQG shares acquired on exercise of vested PSUs on 14 August 2014; and • 114,631 MQG shares acquired on release of vested RSUs on 15 August
Number disposed	• 41,666 PSUs exercised and held by Nicholas Moore on 14 August 2014; and • 114,631 RSUs automatically released from the MEREP on 15 August 2014.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	• Mr Moore 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. • Mr Moore received the RSUs in lieu of a cash payment of the corresponding amount of his 2014 profit share. The effective price payable for the FY 2014 retained profit share awards for all staff (including Mr Moore) was \$59.56 per RSU. • No cash payment is required for either the exercise of previously vested PSUs or the release of RSUs from MEREP.

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No. of securities held after change	MQG shares: • 1,246,519 MQG shares held by Nicholas Moore; • 124,047 MQG shares held by Venamay Pty Limited; and • 241,248 MQG shares held by Nicholas Moore in bare trust for Venamay Pty Limited. MEREP Awards held by Nicholas Moore: • 649,723 RSUs; and • 327,154 PSUs.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Grant of RSUs and PSUs under MEREP, release of vested RSUs to ordinary shares and exercise of vested PSUs.

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.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Dated: 20 August 2014

⁺ See chapter 19 for defined terms.