



MACQUARIE BANK

Notice of 2018 Annual General Meeting

Macquarie Bank

After the Macquarie Group Limited
Annual General Meeting but not earlier
than 2:00 pm on Thursday, 26 July 2018

Macquarie's Sydney Office in the Auditorium
Level 10, 50 Martin Place,
Sydney, New South Wales

Bank accounts

	Macquarie Savings Account 123-123 444444	\$2,890.00
	Macquarie Black Card **** 2037	-\$500.00
Net worth		\$2,390.00

CHAIRMAN'S LETTER

Dear Securityholder

Please find enclosed notice of the 2018 Annual General Meeting of Macquarie Bank Limited (Macquarie Bank) which will be held in Macquarie's Sydney Office in the Auditorium, Level 10, 50 Martin Place, Sydney, New South Wales on Thursday, 26 July 2018. The meeting will follow the Macquarie Group Limited (Macquarie) Annual General Meeting on the same date but will not start before 2:00 pm.

An overview of the result for Macquarie Group, including Macquarie Bank, for the year ended 31 March 2018 will be presented at the 2018 Annual General Meeting of Macquarie. The Macquarie meeting will be held at the Hyatt Regency Sydney, Maritime Ballroom, 161 Sussex Street, Sydney, New South Wales starting at 10:30 am (registration commences at 9:45 am). Holders of Macquarie Income Securities may attend the Macquarie Annual General Meeting as visitors.

The Macquarie Bank meeting will cover the items of business set out in the Notice of Meeting. Holders of Macquarie Income Securities may attend and speak at the Macquarie Bank Annual General Meeting but are not entitled to vote on the proposed resolutions.

Comments on the performance of Macquarie Bank during the year to 31 March 2018 are contained in Macquarie Bank's 2018 Annual Report, which is available on Macquarie's website at macquarie.com

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Warne', with a long horizontal stroke extending to the right and ending in a small dot.

Peter Warne
Chairman

8 June 2018

Ordinary Business
Voting Exclusion Statement
Notes

NOTICE OF MEETING

The 2018 Annual General Meeting of Macquarie Bank Limited (ACN 008 583 542) (Macquarie Bank, the Company) will be held in the Auditorium, Macquarie's Sydney Office, Level 10, 50 Martin Place, Sydney, New South Wales on Thursday, 26 July 2018 following the Macquarie Group Limited (Macquarie) Annual General Meeting on the same date, but not earlier than 2:00 pm. Registration will commence at 1:45 pm.

ORDINARY BUSINESS

1. Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of Macquarie Bank for the financial year ended 31 March 2018.

2. Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

To adopt the Remuneration Report of Macquarie Bank for the year ended 31 March 2018.

VOTING EXCLUSION STATEMENT

Item 2 – Remuneration Report

A vote on Item 2 must not be cast (in any capacity) by, or on behalf of:

- a) a member or a former member of the key management personnel (KMP) whose remuneration details are disclosed in Macquarie Bank's 2018 Remuneration Report; or
- b) a closely related party of such a KMP, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form. A closely related party includes close family members and companies the KMP controls.

As at the date of this Notice of Meeting, no member of the KMP and no closely related party of a KMP, is an ordinary shareholder of Macquarie Bank.

The Chairman of the Meeting intends to vote any undirected proxies in favour of Item 2.

The restriction on voting undirected proxies does not apply to the Chairman of the Meeting acting as proxy for a person entitled to vote on Item 2 because Macquarie Bank's proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies.

By order of the Board



Dennis Leong
Company Secretary

Sydney
8 June 2018

NOTES

Macquarie Bank is a subsidiary of Macquarie Group Limited. The following notes are provided for the sole ordinary shareholder of Macquarie Bank, Macquarie B.H. Pty Limited.

Holders of Macquarie Income Securities may attend and speak at the Annual General Meeting but are not entitled to vote on any of the proposed resolutions.

Ordinary Business
Voting Exclusion Statement
Notes

1. Proxies

If you cannot attend, you may appoint a proxy to attend and vote for you. A proxy need not be a shareholder of Macquarie Bank. If you are entitled to cast two or more votes, you may nominate two persons to vote on your behalf at the meeting, in which case, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes.

Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. Proxy voting instructions are provided on the proxy form.

2. Proxy Delivery

Completed proxies must be received at Macquarie Bank's registered office at Level 6, 50 Martin Place, Sydney NSW 2000 (facsimile number +61 2 8237 1899) by no later than 2:00 pm (Australian Eastern Standard Time, AEST) on Tuesday, 24 July 2018. Any revocations of proxies must be received at the registered office before the commencement of the meeting or at the registration desk at Level 10, 50 Martin Place, Sydney for the 2018 Annual General Meeting from 1:45 pm on the day of the meeting and no later than the commencement of the meeting.

3. Corporate Representatives

If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.

4. Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Macquarie Bank's ordinary shares for the purposes of the meeting, will be those registered holders of Macquarie Bank's ordinary shares at 7:00 pm (AEST) on Tuesday, 24 July 2018.

5. Voting at the Meeting

Voting on the proposed resolutions at this meeting will be conducted by a show of hands unless a poll is called.

6. Conduct of the Meeting

Macquarie Bank is committed to ensuring that its shareholder meetings are conducted in a manner which provides those securityholders (or their proxy holders) who are present at the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about Macquarie Bank generally. Macquarie Bank will not allow conduct at any meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his or her powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all of those attending.

7. Definitions

The terms 'Voting Director' and 'Executive Voting Director' used here and in the Explanatory Notes on Items of Business accompanying this Notice of Meeting have the meaning given in Macquarie Bank's Constitution. The Voting Directors as at the date of the Notice of Meeting are: Peter H Warne, Gary R Banks, Gordon M Cairns, Michael J Coleman, Patricia A Cross, Diane J Grady, Michael J Hawker, Nicholas W Moore, Mary J Reemst, Glenn R Stevens and Nicola M Wakefield Evans. Mr Moore and Ms Reemst are Executive Voting Directors.

Item 1

Item 2

EXPLANATORY NOTES ON ITEMS OF BUSINESS

ITEM 1 – FINANCIAL STATEMENTS

As required by section 317 of the *Corporations Act 2001 (Cth)* (the Act), the Financial Report, Directors' Report and Auditor's Report of Macquarie Bank Limited and its subsidiaries for the most recent financial year will be laid before the meeting.

The reports are available on Macquarie's website at macquarie.com/about/investors/reports

Ordinary shareholders of Macquarie Bank and holders of Macquarie Income Securities will be provided with a reasonable opportunity to ask questions about, or make comments on the reports, the management of the Company or about Macquarie Bank generally but there will be no formal resolution put to the meeting.

PricewaterhouseCoopers, Macquarie Bank's external auditor, will attend the meeting and there will be an opportunity for members as a whole to ask questions relevant to the audit.

ITEM 2 – REMUNERATION REPORT

As required by section 250R(2) of the Act, a resolution that Macquarie Bank's Remuneration Report be adopted will be put to the vote.

Section 250R(3) of the Act provides that the vote on the resolution is advisory.

The Remuneration Report is contained within the Directors' Report in Macquarie Bank's 2018 Annual Report on pages 24 to 40.

Noting that each Voting Director has a personal interest in their own remuneration from Macquarie Bank, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Investor Information

Enquiries

Investors who wish to enquire about any matter relating to their Macquarie Income Securities holding are invited to contact the share registry:

Link Market Services Limited

Level 12, 680 George Street
Sydney NSW 2000 Australia
Telephone (within Australia): 1300 554 096
Telephone (internationally): +61 1300 554 096
Facsimile: +61 2 9287 0309

Email: macquarie@linkmarketservices.com.au
Website: linkmarketservices.com.au

All other enquiries relating to Macquarie Income Securities can be directed to:

Investor Relations

Macquarie Group Limited
Level 6, 50 Martin Place
Sydney NSW 2000 Australia

Telephone: +61 2 8232 3333
Facimile: +61 2 8232 7780

Email: macquarie.shareholders@macquarie.com
Website: macquarie.com/investors

Website

The Macquarie Bank Limited 2018 Annual Report can be accessed on our website at:
macquarie.com/about/investors/reports