



Macquarie Group Limited Board Nominating Committee Charter

Date: 4 July 2024

1. Role

- 1.1 The Board Nominating Committee (the “Committee”) assists the Board of Voting Directors (“Directors”) of Macquarie Group Limited (“Macquarie”) for itself and its subsidiary, Macquarie Bank Limited (“MBL”), in satisfying themselves that members of the Macquarie and MBL Boards have an appropriate mix of skills, experience, tenure and diversity for the respective Boards to be an effective decision making body and to provide successful oversight and stewardship of Macquarie and MBL, respectively.

2. Allocation of responsibilities between Board Committees

- 2.1 The allocation of responsibilities between Macquarie Board Committees is described in the Macquarie Board Charter.

3. Responsibilities

To accomplish its role, the Committee:

- 3.1 Reviews and considers the composition of the Macquarie and MBL Boards to ensure an appropriate mix of skills, experience and diversity on the Boards and reviews the collective competencies of the Boards (through, among other things, a Board skills matrix), and makes recommendations to the Boards regarding nominations, appointments, retirements and terms of office, as the case may be.
- 3.2 Reviews succession plans for the Boards with a view to maintaining an appropriate balance of skills, experience, tenure and diversity on the Boards.
- 3.3 Identifies and recommends to the Boards, candidates for Board membership after considering the necessary and desirable competencies of new Board members, the range and depth of skills required and the diversity of the Boards.

Review

- 3.4 Reviews the Committee Charter annually and recommends any proposed changes to the Macquarie Board for approval.
- 3.5 Conducts a periodic, but at least biennial, evaluation of the Committee’s performance and the extent to which the Committee has met its responsibilities set out in this Charter.

4. Membership

- 4.1 The Committee will consist of all the Macquarie Non-Executive Directors (“Committee Members”). A majority of Committee Members must be Independent Directors as defined by Macquarie’s *Policy on Director Independence*.

Chair

- 4.2 The Chair of the Macquarie Board will be the Chair of the Committee. If the Chair of the Committee is not present at a meeting of the Committee, the Committee Members present may elect another Committee Member to act as Chair for that meeting.

The role of the Chair of the Committee is to:

- a. oversee the proper functioning of the Committee, including the proper conduct of meetings;
- b. advise the Boards on the Committee’s recommendations on matters falling within the scope of the Committee’s responsibilities; and
- c. refer matters relating to the duties and responsibilities of other Macquarie Board Committees to the appropriate Committee.

5. Meetings

Frequency of meetings

- 5.1 The Committee will hold at least one meeting each year and any additional meetings that the Chair of the Committee considers are appropriate for the Committee to fulfil its responsibilities.

The Chair of the Committee is required to convene a meeting of the Committee if requested to do so by:

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- a. any Committee Member; or
 - b. the Managing Director and Chief Executive Officer of Macquarie.

Attendance by non-Committee members

- 5.2 The Managing Director and Chief Executive Officer of Macquarie will be invited to attend Committee meetings but will have no voting rights.

Members of the MBL Board, management and/or parties external to Macquarie may be invited to attend any meeting of the Committee. Non-Committee members may be asked to withdraw from all or any part of a meeting.

Meetings other than in person

- 5.3 Where deemed appropriate by the Chair of the Committee, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via written resolution.

Secretary

- 5.4 The Macquarie Company Secretary (or their delegate as approved by the Committee) will act as Secretary of the Committee and is responsible, in conjunction with the Chair of the Committee, for preparing the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee Members prior to each meeting. Directors may request papers for or from any meeting of the Committee and will be notified in advance of the agenda of forthcoming meetings.

The Secretary is responsible for keeping the minutes of meetings of the Committee and circulating them to the Chair of the Committee for review, and to other Committee Members, the other members of the Macquarie Board and other Committee meeting attendees as appropriate.

Conflicts

- 5.5 The Macquarie Board approved guidelines for Macquarie Board members declaring and dealing with actual and/or potential conflicts of interest will apply to meetings of the Committee.

Quorum

- 5.6 A quorum will consist of not less than half of the Committee Members eligible to vote on a matter.

6. Access

- 6.1 The Committee shall have free and unfettered access to all personnel and other parties (internal and external), including the external auditor, as required by the Committee to carry out its duties.
- 6.2 Committee Members may seek independent professional advice where they consider it necessary to carry out their duties and responsibilities. Any costs incurred as a result will be borne by Macquarie, subject to the estimated costs being approved by the Chair of the Macquarie Board, in advance, as being reasonable.

7. Reporting and co-ordination

- 7.1 The Committee, through its Chair, will advise, report and make recommendations to the Boards and other Macquarie Board Committees on matters falling within the scope of their responsibilities. This advice may be in the form of minutes of its meetings, supporting papers, and written or verbal reports at Board and Board Committee meetings.
- 7.2 The Committee shall consider any recommendations by, or matters referred from, other Macquarie Board Committees.