

### **Resolution 1 – Amendment to the Constitution**

To amend the Constitution to insert beneath Clause 7 ‘General meetings’ the following new sub-clause: “The Company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised. Such a resolution must relate to a material risk identified by the Directors or the Company and cannot advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the Directors or the Company”.

### **Resolution 2 – Net Zero alignment disclosure**

Shareholders recognise the substantial transitional and physical risks of climate change and their potential financial impacts on our company. Noting our company’s commitment to “aligning our financing activity with the global goal of net zero emissions by 2050”<sup>1</sup> shareholders request further disclosures regarding:

1. Macquarie Group’s exposure to fossil fuels;<sup>2</sup>
2. Macquarie’s progress on assessing fossil fuel companies<sup>3</sup> and assets in Macquarie Group’s portfolios<sup>4</sup> for alignment with the goal of net zero emissions by 2050; and
3. When Macquarie will publish a “detailed net zero plan”, a document that the company stated it was “on track” to publish at the end of 2022, yet has not;<sup>5</sup>

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<sup>1</sup> As stated in: Macquarie Group, ‘2023 Net Zero and Climate Risk Report’, (<https://www.macquarie.com/assets/macq/impact/esg/policies/net-zero-climate-risk-2023.pdf>); Macquarie Group, ‘2022 Annual Report’, (<https://www.macquarie.com/assets/macq/investor/reports/2022/macquarie-group-fy22-annual-report.pdf>); Macquarie Group, ‘2024 Annual Report’ (<https://www.macquarie.com/assets/macq/investor/reports/2024/macquarie-group-fy24-annual-report.pdf>); Macquarie Group, ‘Supporting Climate Solutions’, *Insights* (Web Page) (<https://www.macquarie.com/au/en/insights/climate-change.html>).

<sup>2</sup> Including: lending, equity investments, assets under management and capital markets activities (inclusive of bonds facilitation and holdings).

<sup>3</sup> As defined in Science-Based Targets Initiative Financial Institutions Near-Term Criteria Version 2.0 (<https://sciencebasedtargets.org/resources/files/Financial-Institutions-Near-Term-Criteria.pdf>).

<sup>4</sup> As defined in footnote two.

<sup>5</sup> As stated in: Macquarie Group, 2021 ‘Supporting the transition to a net zero economy’ *Insights* (Web Page) (<https://www.macquarie.com/us/en/insights/climate-change/supporting-the-transition-to-a-net-zero-economy.html>); Macquarie Group, ‘2022 Net Zero and Climate Risk Report’ (<https://www.macquarie.com/assets/macq/impact/esg/policies/net-zero-climate-risk.pdf>), p. 29; Macquarie Group ‘2022 Annual Report’ ([www.macquarie.com/assets/macq/investor/reports/2022/macquarie-group-fy22-annual-report.pdf](https://www.macquarie.com/assets/macq/investor/reports/2022/macquarie-group-fy22-annual-report.pdf)) p. 7.