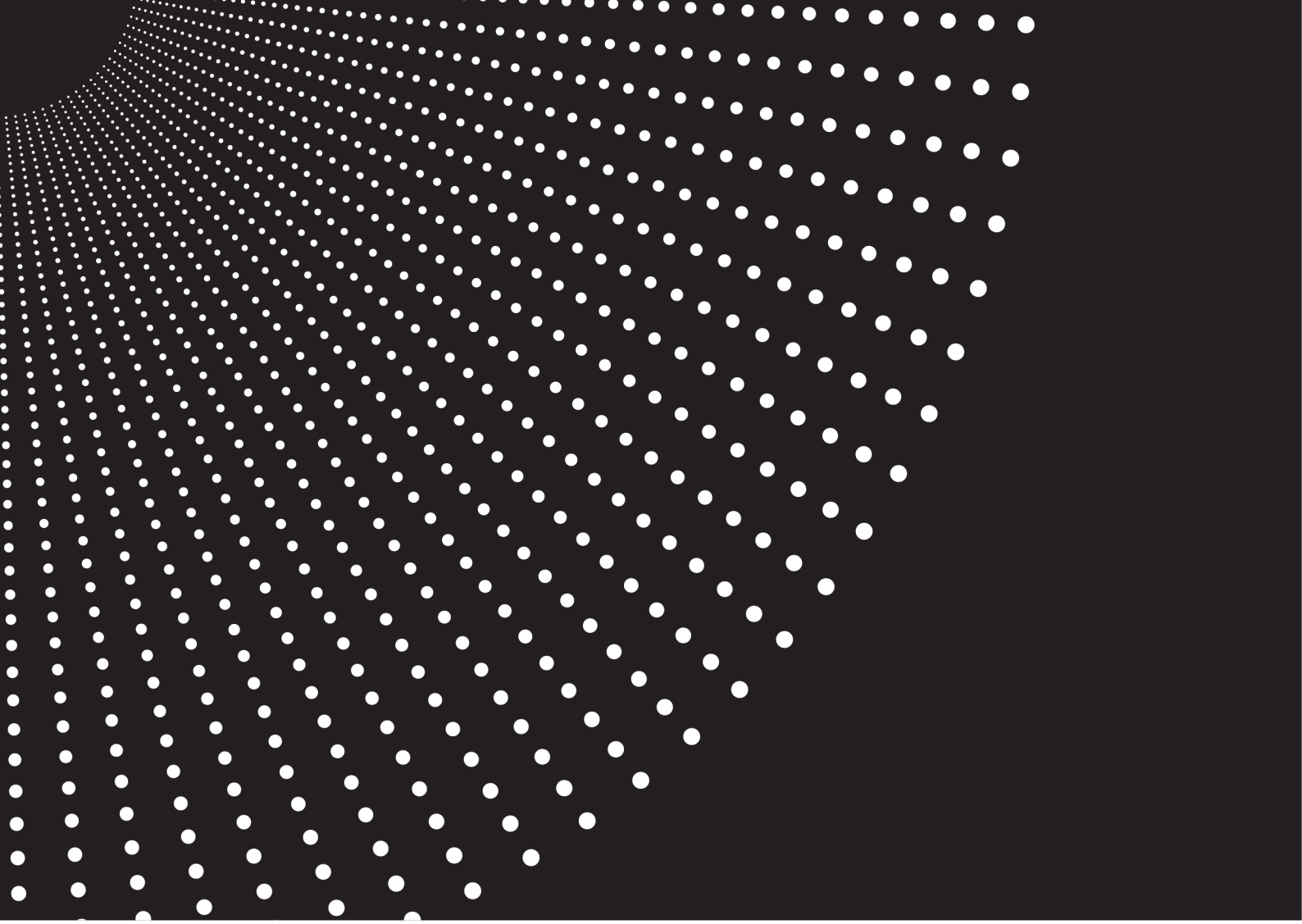

Internal Audit Charter

Macquarie Group

June 2024

MACQUARIE

Contents

1. Purpose & Objectives

1.1. The primary purpose of the Internal Audit Division (IAD) is to provide independent and objective risk-based assurance to the Board Audit Committee (BAC), other relevant Boards or Board Committees, and senior management on the compliance with, and effectiveness of, Macquarie's financial and risk management framework, including its governance, systems, structures, policies, processes and people for managing material risks.

1.2. The objectives of IAD include:

- assessing whether material risks have been properly identified by management and reported to the relevant Board or Board Committees, giving consideration to current activities, trends, and emerging issues;
- assessing whether key internal controls (including management oversight processes) are properly designed, and are operating effectively and sustainably to mitigate those material risks;
- assessing the adequacy of management's response to significant control weaknesses, including instances of significant internal and external fraudulent activity;
- reviewing compliance with, and the effectiveness of, the risk management framework at least annually in accordance with CPS 220;
- periodically assessing the adequacy of Macquarie's APRA regulatory reporting control framework, and reporting to key regulators in other jurisdictions as appropriate; and
- conducting investigations on behalf of the relevant Board or Board Committee, management and external regulators as required.

1.3. In pursuing these objectives, IAD is required to:

- maintain effective communication with the relevant Board or Board Committee, as well as each of the Operating and Central Service Groups within Macquarie;
- promote openness and transparency in the reporting of risk exposures and incidents; and
- promote the timely and efficient resolution of identified issues.

2. Independence & Objectivity

2.1. IAD must operate with independence, have an impartial, unbiased attitude and avoid any conflict of interest, whether actual or perceived. To this end, IAD will inform the relevant Board or Board Committee, seek their approval and agree any measures required to confirm IAD's independence is maintained where IAD staff members were previously responsible for the design or operation of areas, systems, processes or projects or the associated key controls.

2.2. IAD must exhibit the highest level of professional scepticism in gathering, evaluating, and communicating information about the activity or process being examined. IAD is required to make a balanced assessment of all the relevant circumstances and not be unduly influenced by others in forming judgments.

2.3. IAD must remain independent of the external auditor and must not delegate its judgement on Internal Audit matters to others (unless otherwise agreed with the relevant Board or Board Committee).

2.4. The Group Head of IAD reports functionally to the BAC and is primarily accountable to them.

2.5. The Group Head of IAD reports operationally to the Group Chief Risk Officer (CRO) for day-to-day management. For audit matters relating to the Risk Management Group, the role of the CRO is replaced by the Group Chief Executive Officer (CEO).

2.6. The BAC has the primary power of direction over IAD. All Internal Audit work is performed under authority of the BAC.

2.7. Where required, a Head of IAD[1] may also be designated for certain subsidiaries, in which case they would, for matters directly related to that subsidiary, report functionally to that subsidiary's Board or relevant Board Committee.

[1] This role may be held by the same person who holds the role of Group Head of IAD for MGL and its subsidiaries.

2.8. Where the subsidiary Head of IAD is not the same person as the Group Head of IAD, the subsidiary Head of IAD will have an additional functional reporting line through to the Group Head of IAD, whilst recognising any other local legislation or regulation guiding reporting line requirements, as appropriate.

2.9. The Head of IAD has unrestricted access to the relevant Board or Board Committee and may call a meeting with the relevant Board or Board Committee Chair at any time. The Head of IAD meets privately with non-executive members of the relevant Board or Board Committee at least annually.

2.10. The relevant Board or Board Committee approves any appointment or removal of the Head of IAD.

2.11. Where deemed appropriate the Head of IAD may also appoint an Internal Audit Delegate for a subsidiary who will report directly to the Head of IAD, with a secondary reporting line to that subsidiary's Board or Board Committee (Internal Audit Delegate). The purpose of the Internal Audit Delegate role is to assist the Head of IAD in discharging their accountabilities with respect to that subsidiary. The Internal Audit Delegate also provides the relevant Board or Board Committee with a secondary avenue of oversight of the internal audit function.

2.12. Where an Internal Audit Delegate is appointed, the Internal Audit Delegate will be a standing attendee at meetings of the relevant Board or Board Committee, alongside the Head of IAD. The Internal Audit Delegate will meet privately with the non-executive members of the relevant Board or Board Committee at least annually, separate from the Head of IAD.

2.13. For clarity, it is acknowledged that it is the responsibility of management to identify, understand and manage risks effectively, including taking appropriate and timely action in response to IAD's findings. The existence of IAD does not in any way relieve management of this responsibility.

3. Internal Audit Responsibilities

3.1. In consultation with senior management and the relevant Board or Board Committee, develop an Audit Plan at least annually, using an appropriate risk-based methodology. The Audit Plan is to be adequate to the scale and complexity of the relevant Macquarie operations, and must include:

- consideration of the inherent risk attached to Macquarie's functions and activities;
- consideration of Macquarie's strategies, key business objectives, associated risks, risk management processes, and any risk or control concerns identified by management;
- consideration of any regulatory obligations, requirements or requests for independent assurance by internal audit over Macquarie functions, activities or specific risk or control areas;
- areas selected for review for the plan year, including time allocation;
- assessment of the appropriateness, effectiveness and adequacy of the risk management framework, with coverage of all material elements of the framework over a 3 year period;
- risk-based coverage of individual Operating and Central Service Group activities over a 4 year period;
- an allowance for unspecified work relating to risk profile changes and additional reviews in response to requests from the relevant Board or Board Committee or other stakeholders; and
- team structure and resource plans, including any proposed use of external consultants.

3.2. The Head of IAD may undertake audits outside the scope of the approved Audit Plan on significant areas of risk at their discretion. Additions must be reported to the relevant Board or Board Committee.

3.3. Senior management may request IAD to conduct investigations and/or assess areas in addition to those set out in the annual Audit Plan. The Head of IAD will assess any requests against the Audit Plan and determine on a risk basis whether to agree to these requests. Additions must be reported to the relevant Board or Board Committee.

3.4. Develop a Financial Budget at least annually which adequately supports the delivery of the Group Audit Plan, including any strategic initiatives required for IAD. This Financial Budget must be approved by the BAC.

3.5. Regularly monitor the adequacy of the Audit Plan and Financial Budget, having regard to (among other things): changes to business activities, regulatory requirements and market conditions.

3.6. Deliver the Audit Plan, as approved, and report the results of each audit in a timely manner. These reports are to include the scope of each audit, a conclusion against the audit objective and any difficulties encountered, including any restrictions to the scope of work or on access to required information.

3.7. Routinely conduct follow-up reviews of the adequacy of the actions taken by management in relation to Internal Audit findings and report the results, including the status of unresolved issues.

3.8. Report directly and regularly to the relevant Board or Board Committee and the appropriate Management Committees on significant audit findings, as well as on significant previously reported issues that have not been resolved within a reasonable timeframe (including the adequacy or otherwise of any interim control measures).

3.9. Provide a report to the relevant Board or Board Committee on IAD's performance at least every six months. This report is to include any changes to the scope of the Audit Plan and progress against the Plan including time taken.

3.10. Liaise with other internal and external assurance providers on a regular basis to confirm there is effective communication and coordination, and to avoid any unnecessary duplication of effort.

3.11. Confirm all work is performed with proficiency and professionalism, including the application of sufficient knowledge, skill and competence. This includes engaging external specialists as appropriate.

4. Professional Standards

4.1. IAD must apply a structured, risk-based audit methodology that is consistent with the Institute of Internal Auditors ("IIA") International Professional Practice Framework, Global Internal Audit Standards and relevant associated guidance.

4.2. IAD must establish and operate quality control procedures that confirm that both IAD and generally accepted professional standards and practices are followed.

4.3. IAD must undertake a quality assurance and improvement program for the internal audit activity that is designed to assess adherence with IAD methodologies and practices, and that supports continuous improvement of the function. The results of the quality assurance program and IAD's conformance with the IIA Code of Ethics and Standards, will be reported to the relevant Board or Board Committee at least annually.

4.4. At least every 4 years there will be an external review of IAD against the relevant professional Standards, the results of which will be reported to the relevant Board or Board Committee.

5. Access to Information

5.1. In fulfilling its role, IAD is authorised to have unfettered access to all Macquarie's activities, records, properties and personnel, and will be free to review and appraise any policies, procedures, systems, activities, operations and records.

5.2. IAD must confirm that appropriate levels of security and confidentiality are maintained over documentation and information obtained in the course of carrying out its responsibilities.

5.3. The external auditors are authorised to have unrestricted access to all of IAD's work papers and reports.

6. Review of IAD

6.1. The performance of the IAD function against the IAD Charter will be reviewed annually.

6.2. The relevant Board or Board Committee monitors and reviews the effectiveness of Internal Audit, after seeking input from the CRO (where appropriate).

6.3. The relevant Board or Board Committee monitors and reviews the degree of independence of IAD.

6.4. The relevant Board or Board Committee monitors and reviews the performance objectives and ratings of the Head of IAD, after seeking input from the CRO (where appropriate). Where the Head of IAD is not the same as the Group Head of IAD, the Group Head of IAD monitors and reviews the performance objectives, ratings and remuneration of subsidiary Heads of IAD, after seeking input from the relevant Board or Board Committee.

6.5. The BAC and, where required, other relevant Board or Board Committees monitor and review the remuneration of the Group Head of IAD, after seeking input from the CRO (where appropriate).

6.6. The relevant Board or Board Committee monitors and reviews the performance, objectives and rating of the Internal Audit Delegate, with input from the Head of IAD.

6.7. This charter will be reviewed annually or when a significant change occurs by IAD. Any changes will be reviewed and approved by the relevant Board or Board Committee.

7. Definitions

Macquarie means the Macquarie Group (i.e. Macquarie Group Limited and its subsidiaries).

Board or Board Committee means the relevant Board or Board Committee of Macquarie Group Limited, Macquarie Bank Limited or any of their subsidiaries where Internal Audit has a designated role for that entity.

Board Audit Committee or BAC means the Macquarie Group Limited Board Audit Committee, unless the context otherwise requires.

Head of IAD is a collective term referencing the Group Head of Internal Audit for Macquarie Group Limited and the designated Head of Internal Audit for Macquarie Bank Limited and any other subsidiary of Macquarie Group Limited, as required.