Macquarie Bank Limited

(ABN 46 008 583 542)

Disclosure Report (U.S. Version)
for the fiscal year ended March 31, 2014

Dated: May 15, 2014

TABLE OF CONTENTS

CERTAIN DEFINITIONS

In this Disclosure Report (U.S. Version) for the fiscal year ended March 31, 2014 (this "*Report*"), unless otherwise specified or the context otherwise requires:

- *"AASB"* means the Australian Accounting Standards Board;
- *"ABN"* means Australian Business Number;
- *"ACCC"* means the Australian Competition and Consumer Commission and its successors;
- *"ADI"* means an institution that is an authorized deposit-taking institution under the Australian Banking Act and regulated as such by APRA;
- *"AGAAP"* means Australian GAAP that also ensures compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board;
- *"AML-CTF Act"* means the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 of Australia;
- *"APRA"* means the Australian Prudential Regulation Authority and its successors;
- *"ASIC"* means the Australian Securities and Investments Commission and its successors;
- *"Asset and Liability Committee"* means the committee established by the Executive Committee with responsibility for oversight of asset and liability management, liquidity policy compliance, liquidity scenario analysis and contingency planning;
- *"Assets under Management"* is a non-GAAP financial measure we use that calculates the value of the proportional ownership interest in assets of funds managed by entities in MBL Group or the Non-Banking Group, as applicable, plus other assets managed on behalf of third parties, see "Financial information presentation — Non-GAAP financial measures";
- *"ASX"* means the Australian Securities Exchange operated by ASX Limited and its successors;
- *"Australian Banking Act"* means the Banking Act 1959 of Australia;
- *"Australian Corporations Act"* means the Corporations Act 2001 of Australia;
- *"A$"* or *"$"* means the Australian dollar and *"US$"* means the U.S. dollar;
- *"Bank"* and *"MBL"* each means Macquarie Bank Limited (ABN 46 008 583 542) (an ADI) and includes its predecessors and successors, and *"we"*, *"our"*, *"us"* and *"MBL Group"* each means MBL and its controlled entities;
- *"Banking Group"* means Banking Holdco and the group of existing and future subsidiaries of that intermediate subsidiary, including the Bank, that constitutes the Banking Group as described herein;
- *"Banking Holdco"* means Macquarie B.H. Pty Ltd (ABN 86 124 071 432), the intermediate holding company established as a subsidiary of MGL and as the immediate parent of MBL as part of the Restructure;
- *"CMA"* means Cash Management Accounts;

- "*CMT*" means the Macquarie Cash Management Trust;
- "*Commonwealth*" and "Australia" each means the Commonwealth of Australia;
- "*controlled entities*" means those entities (including special purpose entities) over which another party has the power to govern, directly or indirectly, decision making in relation to financial and operating policies, so as to require that entity to conform with such controlling party's objectives;
- "*CPS*" means Macquarie Convertible Preference Securities;
- "*ECS*" means Exchangeable Capital Securities;
- "*Exchange Act*" means the U.S. Securities Exchange Act of 1934, as amended;
- "*Executive Committee*" means the committee established and chaired by the managing director of MGL focusing on a variety of business issues, including key risks faced across the organization;
- "*FCA*" means the United Kingdom Financial Conduct Authority;
- "*financial statements*" means our historical financial statements;
- "*FIRB*" means the foundation internal ratings-based approach under Basel III;
- "*GAAP*" means generally accepted accounting principles;
- "*historical financial statements*" means our 2014 annual financial statements, our 2013 annual financial statements and our 2012 annual financial statements;
- "*IASB*" means the International Accounting Standards Board;
- "*IFRS*" means International Financial Reporting Standards;
- "*MBIL*" means Macquarie Bank International Limited;
- "*MBL LB*" means the London branch of MBL;
- "*MBL's U.S. Investors' Website*" means MBL's U.S. investors' website at http://www.macquarie.com/mgl/com/us/usinvestors/mbl;
- "*MCN*" means Macquarie Group Capital Notes;
- "*MGL*" means Macquarie Group Limited (ABN 94 122 169 279), the authorized NOHC for the Banking Group and the Non-Banking Group, and includes its predecessors and its successors, as more fully described herein;
- "*MGL Group*" means MGL and its controlled entities, including MBL Group;
- "*MIS*" means Macquarie Income Securities;
- "*MIPS*" means Macquarie Income Preferred Securities;
- "*Net Profit Interests*" means a share of production or proceeds from production derived from rights to various commodity assets (without the obligation to pay any of the costs of explorations and development).

- “*net operating income*”, an Australian GAAP financial measure, includes net interest income (interest income less interest expense), trading income, fee and commission income, share of net profits of associates and joint ventures, net gains and losses from the sale of investments or the deconsolidation of controlled entities, dividends and distributions received/receivable, and other sundry income items, and is net of impairment charges and is reported in the income statement in our financial statements;

- “*NOHC*” means an authorized non-operating holding company of an ADI;

- “*NOHC Authority*” means the authority to be a non-operating holding company of an ADI granted to MGL by APRA on September 5, 2007;

- “*Non-Banking Group*” means Non-Banking Holdco and the group of existing and future subsidiaries of that intermediate subsidiary that constitute the Non-Banking Group as described herein;

- “*Non-Banking Holdco*” means Macquarie Financial Holdings Limited (ABN 63 124 071 398), the intermediate holding company established as a subsidiary of MGL and the parent of the Non-Banking Group as part of the Restructure;

- “*OFAC*” means the United States Office of Foreign Assets Control;

- “*operating expenses*”, an Australian GAAP financial measure, include employment expenses (including staff profit sharing expense), brokerage and commission expense, occupancy expenses (including premises rental expense), non-salary technology expenses, professional fees, travel and communication expense, and other sundry expenses and are reported in the income statement in our financial statements;

- “*PRA*” means the United Kingdom Prudential Regulation Authority;

- “*RBA*” means the Reserve Bank of Australia;

- “*Restructure*” means the reorganization of MBL Group that was completed on November 19, 2007 that resulted in the establishment of MGL as the ultimate holding company of MBL and the transfer by MBL Group of certain businesses, subsidiaries and assets, primarily the Macquarie Capital operating group, to the Non-Banking Group;

- “*Services Agreements*” means the Outsourcing Master Services Agreements between MBL and MGL dated November 15, 2007, and between the Non-Banking Holdco and MGL dated December 10, 2007, and any supplements or amendments thereto;

- “*shared services*” means the services to be performed by MGL or its subsidiaries for the Banking and Non-Banking Groups pursuant to the Services Agreements described under “Macquarie Bank Limited — Organizational structure”;

- “*2012 annual financial statements*” means our audited consolidated financial statements contained in our 2012 Annual Report;

- “*2012 Annual Report*” means our 2012 annual report, extracts of which are incorporated by reference and which have been posted on MBL’s U.S. Investors’ Website;

- “*2013 annual financial statements*” means our audited consolidated financial statements contained in our 2013 Annual Report;

- “*2013 Annual Report*” means our 2013 annual report, extracts of which are incorporated by reference and which have been posted on MBL’s U.S. Investors’ Website;

- "*2014 annual financial statements*" means our audited consolidated financial statements contained in our 2014 Annual Report; and

- "*2014 Annual Report*" means our 2014 annual report, extracts of which are incorporated by reference and which have been posted on MBL's U.S. Investors' Website.

Our fiscal year ends on March 31, so references to years such as "2014" or "fiscal year" and like references in the discussion of our financial statements, results of operation and financial condition are to the 12 months ending on March 31 of the applicable year.

In this Report, prior financial period amounts that have been reported in financial statements for or contained in the discussion of a subsequent financial period may differ from the amounts reported in the financial statements for or contained in the discussion of the financial statements for that prior financial period as the prior financial period amounts may have been adjusted to conform with changes in presentation in the subsequent financial period.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains statements that constitute “forward-looking statements” within the meaning of Section 21E of the Exchange Act. Examples of these forward-looking statements include, but are not limited to: (i) statements regarding our future results of operations and financial condition; (ii) statements of plans, objectives or goals, including those related to our products or services; and (iii) statements of assumptions underlying those statements. Words such as “may”, “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe”, “continue”, “probability”, “risk”, and other similar words are intended to identify forward-looking statements but are not the exclusive means of identifying those statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:

- macroeconomic conditions in the global debt and equity markets;
- changes in market liquidity, volatility and investor confidence;
- inflation, and interest rate, exchange rate and other market fluctuations;
- our ability to deal effectively with an economic slowdown or other economic or market difficulties or disruptions;
- our ability to effectively manage our capital and liquidity and to adequately fund the operations of MBL;
- the effect of, and changes in, laws, regulations, taxation or accounting standards or practices, or government policy, including as a result of regulatory proposals for reform of the banking, life insurance and funds management industries in Australia and the other countries in which we conduct our operations or which we may enter in the future;
- our ability to complete, integrate or process acquisitions, disposals, mergers and other significant corporate transactions;
- our ability to effectively manage our growth;
- adverse impact on our reputation;
- the performance and financial condition of MGL, our indirect parent company;
- the effects of competition in the geographic and business areas in which we conduct our operations or which we may enter in the future;
- our ability to maintain or to increase market share and control expenses;
- the ability of MBL to attract and retain employees;
- changes in the credit quality of MBL’s clients and counterparties;
- changes to the credit ratings assigned to each of MGL and MBL;
- the effectiveness of our risk management processes and strategies;

- the performance of funds and other assets we manage;
- the impact of asset sales on our long-term business prospects;
- the impact of catastrophic events on MBL and its operations;
- changes in political, social and economic conditions, including changes in consumer spending and saving and borrowing habits, in any of the major markets in which we conduct our operations or which we may enter in the future; and
- various other factors beyond our control.

The foregoing list of important factors is not exhaustive. Statements that include forward-looking statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of the risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Report as anticipated, believed, estimated, expected or intended.

When relying on forward-looking statements to make decisions with respect to MBL Group, investors and others should carefully consider the foregoing factors and other uncertainties and events and are cautioned not to place undue reliance on forward-looking statements.

We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Report.

Significant risk factors applicable to MBL Group are described under “Risk factors” and elsewhere in this Report.

EXCHANGE RATES

MBL Group publishes its consolidated financial statements in Australian dollars and its fiscal year ends on March 31 of each year. For your convenience, the following table sets forth, for MBL Group's fiscal years and months indicated, the period-end, average (fiscal year only), high and low noon buying rates in New York City for cable transfers of Australian dollars as certified for customs purposes for the Federal Reserve Bank of New York, expressed in U.S. dollars per A$1.00.

In providing these translations, we are not representing that the Australian dollar amounts actually represent these U.S. dollar amounts or that we could have converted those Australian dollars into U.S. dollars. Unless otherwise indicated, conversions of Australian dollars to U.S. dollars in this Report have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. The noon buying rate on May 9, 2014 was US$0.9358 per A$1.00.

Fiscal year	Period End	Average Rate[1]	High	Low
2010	0.9169	0.8507	0.9369	0.6941
2011	1.0358	0.9450	1.0358	0.8172
2012	1.0367	1.0456	1.1026	0.9453
2013	1.0409	1.0317	1.0591	0.9688
2014	0.9275	0.9339	1.0564	0.8715
Month	**Period End**		**High**	**Low**
November 2013	0.9125		0.9518	0.9072
December 2013	0.8929		0.9150	0.8858
January 2014	0.8743		0.9053	0.8715
February 2014	0.8933		0.9045	0.8777
March 2014	0.9275		0.9275	0.8929
April 2014	0.9282		0.9424	0.9219
May 2014 (through May 9, 2014)	0.9358		0.9382	0.9257

1 The average of the noon buying rates on the last day of each month during the period.

AUSTRALIAN EXCHANGE CONTROL RESTRICTIONS

The Australian dollar is convertible into U.S. dollars at freely floating rates, subject to the sanctions described below. The Autonomous Sanctions Regulations 2011 promulgated under the Autonomous Sanctions Act 2011 of Australia, the Charter of the United Nations Act 1945 of Australia, and other laws and regulations in Australia restrict or prohibit payments, transactions and dealings with assets having a prescribed connection with certain countries or named individuals or entities subject to international sanctions or associated with terrorism or money laundering.

The Australian Department of Foreign Affairs and Trade maintains a list of all persons and entities having a prescribed connection with terrorism and a list of all persons and entities that are subject to autonomous sanctions (which include economic sanctions) which are available to the public at the Department's website at http://www.dfat.gov.au.

FINANCIAL INFORMATION PRESENTATION

Application of new accounting standards

During the 2014 fiscal year, certain new accounting standards and amendments to existing accounting standards became applicable, including AASB 10, which relates to principles of consolidation and was applied by MBL from April 1, 2013. Comparative information for the 2013 fiscal year presented in this Report has been restated to reflect the application of AASB 10, which resulted in a decrease in life investment contracts and other unitholder investment assets (which are now included in other assets as at March 31, 2014) and total assets, with a corresponding decrease in life investment contracts and other unitholder liabilities (which are now included in other liabilities as at March 31, 2014) and total liabilities. The adjustment to each of these line items was A$6.0 billion as at March 31, 2013 and A$4.6 billion as at April 1, 2012. Contributed equity and other assets also increased by A$7 million as at March 31, 2013 and A$6 million as at April 1, 2012 due to the reclassification of treasury shares.

Investors should note that while we restated the comparative information for the 2013 fiscal year in our 2014 annual financial statements to reflect the adoption of AASB 10, we were not required to restate the financial statements for earlier fiscal years. As a result, our financial statements for prior fiscal years have not been restated to reflect this change in accounting standards.

In the 2014 fiscal year, the disclosure standards contained in AASB 12 and the amendments to AASB 7 became effective. The application of AASB 12 in the 2014 fiscal year has resulted in enhanced disclosures for interests in unconsolidated structured entities, primarily focusing on the nature and risks of the investment. Application of amendments to AASB 7 has resulted in additional disclosure of offsetting financial instruments.

For further detail on new accounting standards and amendments to existing accounting standards that became effective in the 2014 fiscal year, see Note 1 to our 2014 annual financial statements.

Change in internal funding arrangements and reclassifications relating to internal transactions

During the 2014 fiscal year, Group Treasury revised internal funding transfer pricing arrangements relating to Banking & Financial Services' deposit and lending activities. Comparative information for the 2013 fiscal year presented in this Report has been restated to reflect the current methodology.

Investors should note that while we restated this comparative information to reflect this change in methodology, we were not required to restate the financial statements for earlier fiscal years. As a result, our financial statements for prior fiscal years have not been restated to reflect this change in methodology.

For further detail, see Note 3 to our 2014 annual financial statements.

In addition, during the 2014 fiscal year, MBL reclassified certain items relating to internal transactions. Comparative information for the 2013 fiscal year presented in this Report has been restated to reflect the current classifications. Investors should note that while we restated this comparative information to reflect this change, we were not required to restate the financial statements for earlier fiscal years. As a result, our financial statements for prior fiscal years have not been restated to reflect this change.

Our historical financial statements

Our 2014 annual financial statements include our audited financial statements as at, and for the years ended, March 31, 2014 and 2013. Our operating segments, as reported in accordance with AGAAP, reflect our current operating groups and divisions. See "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013" for further information.

MBL Group is divided into the following operating groups for internal reporting and risk management purposes: Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions); Fixed Income, Currencies & Commodities (excluding certain assets of the Credit

Trading business and some other less financially significant activities); Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division); Banking & Financial Services; and Corporate & Asset Finance. Transfers between segments, and to and from segments in the Non-Banking Group, are determined on an arm's-length basis and are eliminated on consolidation.

We report certain items in the Corporate segment, which includes the Group Treasury division, the Head Office and central support functions. During the 2013 fiscal year, the legacy assets of the former Real Estate Banking division were also transferred to the Corporate segment. Items of income and expense within the Corporate segment include the net impact of managing liquidity for MBL Group, earnings on capital, non-trading derivative volatility, unallocated head office costs and employment related costs of central support functions (service areas), income tax expense and distributions to holders of MIPS, MIS, ECS and MCN. The Corporate segment also includes the impact of changes in credit spreads on non-trading financial instruments that are classified as fair value through profit or loss. The items reported in the Corporate segment do not form part of the total profit contribution provided by our operating groups. The total contribution to profit by operating groups plus the contribution to profit included in the Corporate segment equate to our total profit attributable to ordinary equity holders.

Impact of acquisitions and disposals on the 2014, 2013 and 2012 fiscal years

During the 2014 fiscal year, Banking & Financial Services acquired a 25% stake in Connective Broker Services Pty Ltd, an Australian mortgage aggregator. In addition, Banking & Financial Services sold Macquarie Private Wealth Canada, its 50% interest in the Religare-Macquarie Private Wealth joint venture in India and its 19.9% stake in OzForex. During the 2014 fiscal year, Macquarie Funds acquired ING Investment Management Korea and sold the Macquarie Investment Management Private Markets business.

During the 2013 fiscal year, Corporate & Asset Finance acquired a European rail leasing business. In addition, Banking & Financial Services acquired GE Capital's premium funding business and launched a white label Perpetual Wrap platform, which transferred Perpetual's A$7.6 billion platform business onto the Macquarie Wrap platform on April 1, 2013.

During the 2012 fiscal year, MBL Group acquired Utility Metering Services (which trades as OnStream), a gas and electricity meter reading and installation business in the United Kingdom. In addition, Banking & Financial Services exited certain non-core activities and Macquarie Securities closed or scaled back a number of derivatives businesses, particularly in Europe. See "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2012 compared to year ended March 31, 2011 — Segment analysis" for further information.

In accordance with AASB 3 "Business Combinations", provisional amounts for the initial accounting of acquisitions made during each fiscal year were reported in MBL Group's 2014, 2013 and 2012 annual financial statements, respectively.

For further information on how these businesses have been integrated into MBL Group, see "Macquarie Bank Limited — Operating groups" below, and for information on their impact on our results of operation and financial condition for the 2014 and 2013 fiscal years, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis" and "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2013 compared to year ended March 31, 2012 — Segment analysis", respectively.

For further information on acquisitions and disposals of subsidiaries and businesses during the 2014, 2013 and 2012 fiscal years, see Note 43 "Acquisitions and disposals of subsidiaries and businesses" to MBL Group's 2014 annual financial statements and Note 41 "Acquisitions and disposals of subsidiaries and businesses" to MBL Group's 2013 annual financial statements, respectively.

Certain differences between AGAAP and US GAAP

Investors should be aware that the financial information contained or incorporated by reference in this Report and in the additional information posted on MBL's U.S. Investors' Website have been prepared and presented in accordance with Australian Accounting Standards and the recognition and measurement principles prescribed in the current interpretations of the International Financial Reporting Standards, or AGAAP. There are differences between AGAAP and US GAAP that may be material to the financial information contained or incorporated by reference in this Report and in the additional information posted on MBL's U.S. Investors' Website. MBL Group has not provided a quantitative reconciliation or narrative discussion of these differences in this Report. Investors should therefore consult their own professional advisors for an understanding of the differences between AGAAP and US GAAP and how those differences might affect the financial information included in this Report and, more generally, the financial results of MBL Group going forward.

The accounting policies adopted by entities within MBL Group are as reported in Note 1 to our 2014 annual financial statements.

Non-GAAP financial measures

We report our financial results in accordance with AGAAP. However, we include certain financial measures and ratios that are not prepared in accordance with AGAAP that we believe provide useful information to investors in measuring the financial performance and condition of our business for the reasons set out below. In addition, some of these non-GAAP financial measures are used by MBL Group in respect of our financial results. These non-GAAP financial measures do not have a standardized meaning prescribed by AGAAP and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with AGAAP. You are cautioned, therefore, not to place undue reliance on any non-GAAP financial measures and ratios included or incorporated by reference into this Report and in the additional information posted on MBL's U.S. Investors' Website. These measures include:

Assets under Management

Assets under Management provides a consistent basis for measuring the scale of the funds management activities across our operating groups. Assets under Management is calculated as the proportional ownership interest in the underlying assets of funds and other assets managed by entities in MBL Group, as applicable, on behalf of third parties that are not funds managed by any MBL Group entity. This calculation is adjusted to exclude cross-holdings between funds managed by entities in MBL Group, as applicable, and is further adjusted to reflect the proportional ownership interest in the relevant fund manager.

Substantially all of MBL's Assets under Management is reported by Macquarie Funds with less than 1% (as at March 31, 2014) reported by other operating groups.

Funded loan assets and funded statutory statement of financial position

Funded loan assets is a non-GAAP financial measure. Funded loan assets is determined based on the funded statements of financial position of MBL Group and not the statutory statement of financial position classification. MBL Group's statutory statement of financial position is prepared based on AGAAP and includes certain accounting gross-ups and non-recourse self funded assets that do not represent a funding requirement of MBL Group. A reconciliation between the reported assets and the net funded loan assets at March 31, 2014 is presented below in "Management's discussion and analysis of results of operation and financial condition – Capital analysis – Statutory statement of financial position".

SUMMARY

This summary highlights selected information from this Report and does not contain all of the information that may be important to you. This summary does not purport to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the more detailed information appearing elsewhere in this Report. You should read this entire Report carefully, including the risk factors and the audited consolidated financial statements and the notes related thereto.

Overview

MBL is an APRA-regulated ADI headquartered in Sydney, Australia and is a wholly owned subsidiary of MGL. As a provider of banking, financial, advisory, investment and funds management services, MBL is primarily a client-driven business which generates income by providing a diversified range of products and services to clients. MBL Group acts on behalf of institutional, corporate and retail clients and counterparties around the world.

At March 31, 2014, MBL employed over 5,400 staff, had total assets of A$139.9 billion and total equity of A$9.5 billion. For the 2014 fiscal year, our net operating income was A$5.5 billion and profit after tax attributable to ordinary equity holders was A$752 million. As at March 31, 2014, MBL conducted its operations in 21 countries, with 46% of MBL Group's revenues from external customers derived from regions outside Australia. See "Macquarie Bank Limited — Our business — Regional activity" below for further information.

MBL's ordinary shares were listed on ASX from July 29, 1996 until the Restructure in November 2007. Prior to the Restructure, MBL was a widely held ASX-listed public company and engaged in certain investment banking activities through Macquarie Capital. On November 19, 2007, when the Restructure was completed, MBL became an indirect wholly owned subsidiary of MGL, a new ASX-listed company, and MBL Group transferred to the Non-Banking Group most of the assets and businesses of Macquarie Capital, and some less financially significant assets and businesses of the former Equity Markets group (now part of Macquarie Securities) and Treasury & Commodities (now part of Fixed Income, Currencies & Commodities). Although MBL's ordinary shares are no longer listed on ASX, MBL's Macquarie Income Securities continue to be listed on ASX and, accordingly, MBL remains subject to the disclosure and other requirements of ASX as they apply to companies with debt securities listed on the ASX.

MBL's registered office is 25 National Circuit, Forrest, Australian Capital Territory, ACT, Australia. Its principal place of business is Level 7, No. 1 Martin Place, Sydney, New South Wales 2000, Australia. The telephone number of its principal place of business is +612-8232-3333.

Board and management changes since the beginning of the 2014 fiscal year

The following board and management changes occurred since the beginning of the 2014 fiscal year:

- Nicola Wakefield Evans was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective February 7, 2014. Ms. Wakefield Evans is currently a director of Lend Lease Corporation Limited, Toll Holdings Limited and BUPA Australia & New Zealand Group. She is also a member of the Advisory Board at the University of New South Wales Law School and a director of Asialink at the University of Melbourne. Ms. Wakefield Evans has extensive experience as a corporate finance lawyer at King & Wood Mallesons (previously Mallesons Stephen Jaques), where she was a partner for over 20 years, including Managing Partner, Practice division (Sydney) from 2004 to 2007, and Managing Partner, International (Hong Kong) from 2007 to 2010. Ms. Wakefield Evans is a member of the Australian Institute of Company Directors, the International Bar Association and Chief Executive Women. She holds a Bachelor of Jurisprudence and Laws and is a qualified lawyer in Australia, Hong Kong and the United Kingdom. She was also included in the Australian Financial Review and Westpac Group's inaugural list of "Australia's 100 Women of Influence";

- John Niland retired as a Non-Executive Director from the Boards of MGL and MBL, effective December 31, 2013;

- Patricia Cross was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective August 7, 2013. Mrs. Cross is currently a director of Aviva plc, and a founding director of the Grattan Institute. She is also an Australian Indigenous Education Foundation ambassador. Mrs. Cross has extensive international financial and banking experience, through senior executive roles with Chase Manhattan Bank and Chase Investment Bank, Banque Nationale de Paris and National Australia Bank. At National Australia Bank, Mrs. Cross was responsible for the Wholesale Banking and Finance Division and was a member of the Executive Committee. Previously she was a Director of Qantas Airways Limited, National Australia Bank Limited, JBWere Limited, Wesfarmers Limited, AMP Limited, Suncorp-Metway Limited, Chairman of Qantas Superannuation Limited and Deputy Chairman of the Transport Accident Commission of Victoria. Mrs. Cross has held a number of honorary government positions, including five years as a founding member of the Financial Sector Advisory Council, APEC Business Advisory Council, and as a member of the Panel of Experts to the Australia as a Financial Centre Forum. She has also served on a wide range of not for profit boards, including the Murdoch Childrens Research Institute. In 2001, Mrs. Cross received the Australian Centenary Medal for service to Australian society through the finance industry;

- Gary Banks was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective August 1, 2013. Professor Banks is Dean and Chief Executive Officer of the Australia and New Zealand School of Government (ANZSOG). He was Chairman of the Australian Productivity Commission from its inception in 1998 until 2012. He is a Professorial Fellow at the University of Melbourne and Adjunct Professor at the Australian National University. Professor Banks currently chairs the Regulatory Policy Committee of the Organisation for Economic Co-operation and Development (OECD) and is a Member of the Advisory Board of the Melbourne Institute and the Prime Minister's Business Advisory Council. He was previously a Senior Economist with the GATT Secretariat in Geneva, Visiting Fellow at the Trade Policy Research Centre in London, Projects Director with the Centre for International Economics in Canberra and has been a consultant to the World Bank, OECD and World Trade Organisation. He chaired the Regulation Taskforce in 2006 and the Infrastructure Stream at the Prime Minister's 2020 Summit;

- Catherine Livingstone retired as a Non-Executive Director from the Boards of MGL and MBL, effective July 25, 2013; and

- Mary Reemst was appointed as an Executive Director to the Board of MBL and as Managing Director and Chief Executive Officer of MBL to replace Greg Ward, effective July 1, 2014. Ms. Reemst is currently MGL's Head of Credit within the Risk Management Group, having served in that role for the past 11 years and with MGL for approximately 15 years.

Our key strengths

We believe our profitability, the diversification of our businesses and our geographic spread has been supported by the following key strengths:

- *Leading Australian and strong international franchise*. We are a leading Australian financial services company that provides diverse financial services in Australia, with particular strengths in funds management, securities, foreign exchange and energy and commodities trading. This has created a strong base for our domestic and international growth and diversification. Over the last 10 years, we have significantly increased the amount of business we conduct outside of Australia and have transformed from a leading Australian financial services company growing internationally into a global provider of diversified financial services headquartered in Australia. See "Macquarie Bank Limited — Our history and evolution" below for further information.

- *Strong brand and reputation*. We believe our business successes have resulted in us achieving a level of recognition for quality, integrity and innovative products and services that has been an important element in our ability to maintain, grow and diversify our businesses.

- *Diversified earnings*. Our diversified earnings base has been an important factor in our successful growth. MBL Group's diverse sources of income include the following:

- *Fee and commission income,* including:

  - Brokerage and commission income from brokerage fee income from Banking & Financial Services, as well as brokerage revenues in futures execution and clearing markets from Fixed Income, Currencies & Commodities;

  - Funds management fee income (including base fees, which are ongoing fees generated from funds management activities, and performance fees, which are earned when the funds outperform predetermined benchmarks) from Macquarie Funds;

  - Other fee and commission income from the Macquarie Wrap and other administration fee income from Banking & Financial Services, and structuring fee income from Macquarie Funds' structured financial products; and

  - Income from life investment contracts and other unitholder investment assets from the provision of life insurance by Macquarie Life and True Index income earned on funds managed by Macquarie Funds.

- *Trading income* generated predominately through client trading activities and products issued by Macquarie Securities and Fixed Income, Currencies & Commodities;

- *Interest income* earned on residential mortgages, loans to Australian businesses, insurance premium funding and credit cards in Banking & Financial Services, interest income on trading assets from Fixed Income, Currencies & Commodities and Macquarie Securities, and leasing, corporate lending and asset financing activities of Corporate & Asset Finance;

- *Other income* from the sale of asset and equity investments, gains on the deconsolidation of controlled entities, operating lease income, dividends and distributions; and

- *Equity accounted income* from principal investments in assets and businesses where significant influence is present.

- *Geographic diversity*. As at March 31, 2014, we employed over 5,400 people in 21 countries. Of those staff, approximately 36% were located in offshore markets. As MBL Group has expanded, we have applied the resources and experience of a global organization to our understanding of the local environment in the countries in which we operate.

- *Ability to adapt to change.* Over time, we have demonstrated an ability to adapt to changing market conditions. We have sought to take advantage of new opportunities for acquisitions and organic growth in our areas of expertise and have also demonstrated a preparedness to exit businesses once profit opportunities have been exhausted. We believe our acquisitions have complemented our existing expertise in areas such as lending and leasing, energy, financial institutions and funds management and demonstrated our track record of successfully integrating new businesses. For further details of significant acquisitions, see "Macquarie Bank Limited — Our history and evolution" below.

- *Selective approach to growth and diversification.* In addition to adapting our existing businesses and expanding organically, we actively seek to diversify and grow our businesses in selective areas of expertise. We believe that our strategy of expanding selectively, seeking only to enter markets where our particular skills or expertise deliver added value to clients, maximizes our potential for success and is intended to minimize unexpected losses or reputational impacts as we seek to grow and diversify.

- *Experience managing growth and diversity.* The experience of our management team in managing our growth and diversification has been important to our success in realizing the benefits and controlling the risks associated with undertaking varying businesses, developing scale and growing in new and existing geographic regions.

- *Business focus on fee income.* Our main business focus is on providing services to our clients rather than engaging in principal activities. While several of our businesses have and expect to continue to undertake principal investments as part of their funds management strategies, our main focus is on generating management fees, not assuming significant principal exposure.

- *Strong capital position.* MBL is regulated as an ADI by APRA and, as a result, is subject to APRA's capital adequacy requirements. As at March 31, 2014, MBL Group had a Common Equity Tier 1 Capital ratio of 9.6%, a Tier 1 Capital ratio of 10.6% and a total capital ratio of 12.6%. MBL Group continues to monitor regulatory and market developments in relation to liquidity and capital management, as discussed below under "Regulation and supervision". For further information on our regulatory capital position as at March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Capital analysis" in this Report.

- *Risk management.* Managing risk is an integral part of our business, and we believe strong prudential management has been key to our success. Where we assume risk, we do so in what we believe to be a calculated and controlled framework. Our risk management framework is described in Note 38 to our 2014 annual financial statements and in the "Risk Management Report" in the extracts from the 2014 Annual Report of MGL incorporated by reference herein. While our approach to risk is embedded across all business units, Risk Management manages the key risks applicable to the entire MGL Group along the following principles:

    - *Independence.* Risk Management assesses and monitors risks for the entire MGL Group, is independent of the operating groups and is required to approve all major risk acceptance decisions.

    - *Centralized risk management.* Risk Management's MGL Group-wide responsibilities (including for MBL) enable it to assess risks from the perspective of the entire MGL Group and allow it to apply a consistent approach across all operating areas.

    - *Approval of new business activities.* Operating groups are required to consult with Risk Management before undertaking new businesses or activities, offering new products or entering new markets. Risk Management's responsibility is to identify, quantify and assess the likely risks and establish prudential limits that, where appropriate, are approved by our Executive Committee and Board.

    - *Continuous assessment.* Risk Management's responsibilities include the ongoing review of the risks that our businesses are exposed to in order to account for changes in market circumstances and to our operating groups.

    - *Frequent monitoring*. Risk Management uses centralized systems to monitor credit and market risks daily and liaise with operating groups and supporting divisions.

Our strategy

Our strategy is to focus on the medium term and is built on: providing services to clients; aligning the interests of shareholders, investors and staff; utilizing what we believe is a conservative approach to risk management; continuing to focus on growth and evolution; diversifying by business and geography; and adapting to change. This approach provides us with the flexibility to enter into new business sectors and regions as opportunities emerge and to expand our existing businesses in selective areas of expertise.

We seek to encourage growth and diversity by allowing strategy to be driven in the individual businesses at the operating level. However, equity, credit, market, liquidity, compliance and operational risks are centrally managed by our centralized Risk Management Group, whose responsibility is to implement appropriate assessment and management policies in respect of these risks throughout MGL Group. MBL applies this existing strategy and risk management framework across MBL Group.

Our business has always evolved and changed to adapt to market conditions. We continually examine investment opportunities and have undertaken a number of strategic acquisitions in response to changing market conditions and opportunities that have been presented to us. See “Macquarie Bank Limited — Our history and evolution” for further information about our acquisitions in the 2014 fiscal year. We expect to continue to assess strategic acquisition and merger opportunities and other corporate transactions as they arise, along with exploring opportunities for further organic growth in our existing and related businesses as an avenue of growth and diversification for MBL Group in the medium term.

Across our international operations, the strategy focuses on building a global platform in our key areas of expertise, through both acquisitions and organic growth, which we believe will enable us to offer a comprehensive range of MBL products to clients around the world. See “Macquarie Bank Limited — Our business — Regional activity” below for further information on MBL’s performance across its key geographical regions.

Our business

Overview of MBL Group

At March 31, 2014, MBL had total assets of A$139.9 billion and total equity of A$9.5 billion. For the year ended March 31, 2014, our net operating income was A$5.5 billion and profit after tax attributable to ordinary equity holders was A$752 million, with 46% of MBL Group's revenues from external customers derived from regions outside Australia.

The tables below show the relative net operating income and profit contribution of each of our operating groups in the years ended March 31, 2014 and 2013.

Net operating income of MBL Group by operating group for the years ended March 31, 2014 and 2013[1]

	Year ended		
	Mar 14	**Mar 13**	**Movement**
	A$m	**A$m**	**%**
Fixed Income, Currencies & Commodities[2]	1,554	1,127	38
Macquarie Securities[3]	323	159	103
Banking & Financial Services	1,321	1,291	2
Macquarie Funds[4]	1,120	903	24
Corporate & Asset Finance	1,191	1,036	15
Total net operating income from operating groups	**5,509**	**4,516**	22
Corporate[5]	(23)	85	(127)
Total net operating income	**5,486**	**4,601**	19

1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

5 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Profit contribution of MBL Group by operating group for the years ended March 31, 2014 and 2013[1]

	Year ended		
	Mar 14	**Mar 13**	**Movement**
	A$m	**A$m**	**%**
Fixed Income, Currencies & Commodities[2]	643	433	48
Macquarie Securities[3]	18	(59)	131
Banking & Financial Services	261	243	7
Macquarie Funds[4]	472	332	42
Corporate & Asset Finance	816	684	19
Total contribution to profit from operating groups	**2,210**	**1,633**	35
Corporate[5]	(1,458)	(983)	(48)
Net profit after tax	**752**	**650**	16

1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

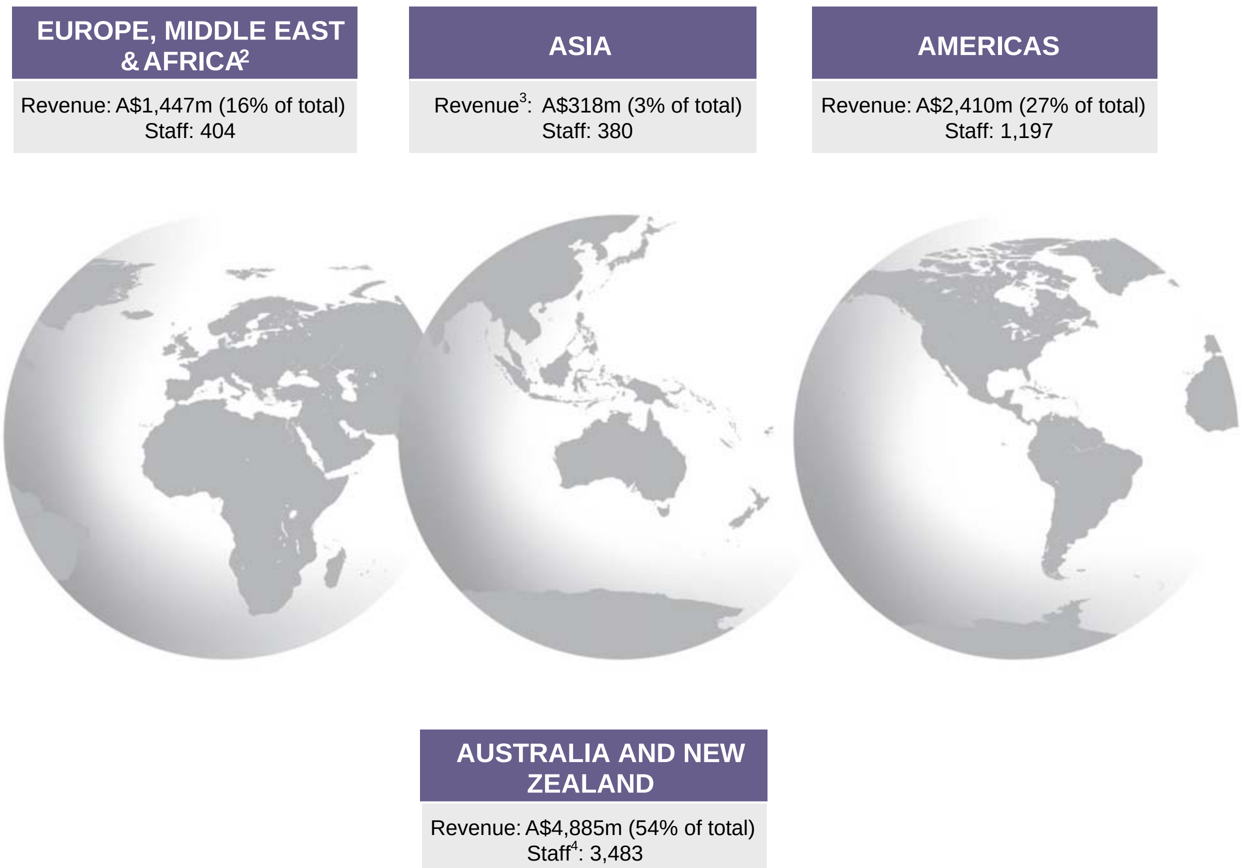
5 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Regional activity

At March 31, 2014, MBL Group employed over 5,400 staff globally and conducted its operations in 21 countries.

The chart below shows MBL Group's revenues from external customers by region in the 2014 fiscal year.

Revenues from external customers of MBL Group[1] by region for the year ended March 31, 2014



1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Staff seconded to joint venture not included in official headcount (South Africa: Macquarie First South, Moscow: Macquarie Renaissance).

3 Revenue relating to New Zealand included in Asia.

4 Headcount relating to New Zealand included in Australia.

Australia. MBL Group has its origins as the merchant bank Hill Samuel Australia Limited, created in 1969 as a wholly-owned subsidiary of Hill Samuel & Co. Limited, London, and began operations in Sydney in January 1970 with only three staff. As at March 31, 2014, MBL Group employed over 3,400 staff across Australia and New Zealand. In the 2014 fiscal year, Australia contributed A$4.9 billion (54%) of our revenues from external customers as compared to A$4.6 billion (55%) in the 2013 fiscal year.

Americas. MBL Group has been active in the Americas for 20 years, when we established our first office in New York in 1994, and has grown rapidly over the last several years, principally through acquisitions of Delaware

Investments, Blackmont and Constellation Energy, and the growth of our Energy Trading and Credit Trading businesses. As at March 31, 2014, MBL Group employed over 1,100 staff across the United States, Canada and Brazil. In the 2014 fiscal year, the Americas contributed A$2.4 billion (27%) of our revenues from external customers as compared to A$2.1 billion (25%) in the 2013 fiscal year.

Asia. MBL Group has been active in Asia for almost 20 years, when we established our first office in Hong Kong in 1995. As at March 31, 2014, MBL Group employed over 300 staff across China, Hong Kong, India, Indonesia, Japan, South Korea, Malaysia, Singapore and Taiwan. MBL has expanded the regional investment and product platforms of Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division), Corporate & Asset Finance as well as Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities), which had established an Asian regional "hub" in Singapore in the 2011 fiscal year. In the 2014 fiscal year, Asia (including New Zealand) contributed A$318 million (3%) of our revenues from external customers as compared to A$152 million (2%) in the 2013 fiscal year.

Europe, Middle East & Africa. MBL Group has been active in Europe since the late 1980s, in Africa since 2000 and the Middle East since 2005. As at March 31, 2014, MBL Group employed over 400 staff across the United Kingdom, Germany, Austria, Ireland, Switzerland, South Africa and Dubai. In the 2014 fiscal year, Europe, Middle East & Africa contributed A$1.4 billion (16%) of our revenues from external customers as compared to A$1.5 billion (18%) in the 2013 fiscal year.

For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

RISK FACTORS

We are subject to a variety of risks that arise out of our financial services and other businesses. We manage our ongoing business risks in accordance with our risk management policies and procedures, some of which are described in Note 38 to our 2014 annual financial statements. The following are some of the more significant risk factors that could affect our businesses, results of operation or financial condition.

Our business and financial condition has been and may be negatively impacted by adverse global credit and other market conditions. Economic conditions, particularly in the United States, Europe and Asia, may have a negative impact on MBL's financial condition and liquidity.

In recent years, global credit and equity markets have been characterized by uncertainty and volatility, with such markets continuing to demonstrate reduced liquidity, widened credit spreads and decreased price transparency. More recently, these challenging market conditions have resulted primarily from the ongoing sovereign debt concerns in Europe and concerns about U.S., Chinese and global growth, including in relation to the withdrawal of fiscal stimulus measures, and systemic reviews of the banking sector by rating agencies and regulators, imposing additional capital and other regulatory requirements. Our businesses operate in or depend on the operation of global markets, either directly or indirectly, including through exposures in securities, loans, derivatives and other activities. In particular, uncertainty in global credit markets, increased funding costs, constrained access to funding, and the decline in equity and capital market activity have impacted transaction flow in a range of industry sectors, all of which have adversely impacted our financial performance.

MBL may continue to endure similar or heightened adverse impacts from such conditions in the future. MBL may also face new costs and challenges as a result of general economic and geopolitical events and conditions. For instance, a European sovereign default, slowdown in the U.S. or Chinese economies, slowing growth in emerging economies or departure of a European country from the Euro zone or the market perception of such events could disrupt global funding markets and the global financial system more generally. MBL may also be impacted indirectly through its counterparties that may have direct exposure to European sovereigns and financial institutions. See "Management's discussion and analysis of results of operation and financial condition — Capital analysis — Euro-zone exposures" for a description of MBL's exposure in certain European countries as of March 31, 2014.

Since 2008, governments, regulators and central banks globally have taken numerous steps to increase liquidity and to restore investor and public confidence. There can be no assurance that the relief measures implemented by governments and central banks around the globe to restore confidence in financial systems and bolster economic growth will result in a sustained long-term stabilization of financial markets, or what impact the withdrawal of such relief measures or the consequential impacts of substantial fiscal stimulus on the budgets of sovereigns will have on global economic conditions or MBL's financial condition.

Our businesses, including transaction execution, funds management and lending businesses, have been and may be adversely affected by market uncertainty, volatility or lack of confidence due to general declines in economic activity and other unfavorable economic, geopolitical or market conditions, or by the impact of changes in foreign exchange rates.

Poor economic conditions and other adverse geopolitical conditions can adversely affect and have adversely affected investor and client confidence, resulting in significant industry-wide declines in the size and number of underwritings and of financial advisory transactions and increased market risk as a result of increased volatility, which could have and have had an adverse effect on our revenues and our profit margins. For example, our client facilitation fee income may be, and have been, impacted by transaction volumes. In addition, in certain circumstances, market uncertainty or general declines in market or economic activity may affect our client execution businesses by decreasing levels of overall activity or by decreasing volatility, but at other times market uncertainty and even declining economic activity may result in higher trading volumes or higher spreads or both. Our trading income may be adversely impacted during times of subdued market conditions and client activity and increased market risk from higher volatility can lead to trading losses or cause us to reduce the size of our trading businesses in order to limit our risk exposure. Market conditions, as well as declines in asset values, may cause our clients to transfer their assets out of our funds or other products or their brokerage accounts and result in reduced net revenues, principally in our funds management business. Our funds management fee income, including base and performance fees, may be impacted by volatility in equity values and returns from our managed funds. Our loan portfolio may also be impacted by deteriorating economic conditions. We assess the credit quality of our loan portfolio and the value of our proprietary investments, including our investments in managed funds, for impairment at each reporting date. Our returns from asset sales are also subject to the current economic climate. If financial markets decline, revenues from our variable annuity products are likely to decrease. In addition, increases in volatility increase the level of our risk weighted assets and increase our capital requirements. Increased capital requirements may require us to raise additional capital.

Our liquidity, profitability and businesses may be adversely affected by an inability to access international capital markets or by an increase in our cost of funding.

Liquidity is essential to our business, and we rely on credit and equity markets to fund our operations. Our liquidity may be impaired by an inability to access secured or unsecured debt markets, an inability to sell assets or unforeseen outflows of cash or collateral. Our liquidity may also be impaired due to circumstances that we may be unable to control, such as general market disruptions, which may occur suddenly and dramatically, an operational problem that affects our trading clients or ourselves, or changes in our credit spreads, which are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. For a more detailed description of liquidity risk, refer to the section "Management's discussion and analysis of results of operation and financial condition — Liquidity" herein.

General business and economic conditions are key considerations in determining our access to capital markets, cost of funding and ability to meet our liquidity needs and include, but are not limited to, changes in short-term and long-term interest rates, inflation, monetary supply, commodities volatility and results, fluctuations in both debt and equity capital markets, relative changes in foreign exchange rates, consumer confidence and the relative strength of the economies in which we operate. Renewed turbulence or a worsening general economic climate could adversely impact any or all of these factors. Should conditions remain uncertain for a prolonged period, or deteriorate further, our funding costs may increase and may limit our ability to replace, in a timely manner, maturing liabilities, which could adversely affect our ability to fund and grow our business or otherwise have a material impact on us.

In the event that our current sources of funding prove to be insufficient, we may be forced to seek alternative financing, which could include selling liquid securities or other assets. The availability of alternative financing will depend on a variety of factors, including prevailing market conditions, the availability of credit, our credit ratings and credit capacity. The cost of these alternatives may be more expensive than our current sources of funding or include other unfavorable terms, or we may be unable to raise as much funding as we need to support our business activities. This could slow the growth rate of our businesses, cause us to reduce our term assets and increase our cost of funding, all of which could reduce our profitability. In the event that we are required to sell assets, there is no assurance that we will be able to obtain favorable prices on some or all of the assets we offer for sale or that we will be able to successfully complete asset sales at an acceptable price or in an acceptable timeframe. In addition, the sale of income earning assets may adversely impact our income in future periods.

Many of our businesses are highly regulated and we could be adversely affected by temporary and permanent changes in regulations and regulatory policy or unintended consequences from such changes and increased compliance requirements, particularly for financial institutions, in the markets in which we operate.

Many of our businesses are highly regulated in most jurisdictions in which we do business. We have businesses in multiple sectors, including as licensed brokers, investment advisers or other regulated financial services providers. We operate similar kinds of businesses across multiple jurisdictions, and some of our businesses operate across more than one jurisdiction or sector and are regulated by more than one regulator. Additionally, some members of MBL Group own or manage assets and businesses that are regulated. Our businesses include regulated banks (in Australia and the United Kingdom) that operate branches in the United Kingdom, the Dubai International Finance Centre, Singapore, Hong Kong and South Korea and representative offices in the United States, New Zealand and Switzerland. The regulations vary from country to country but generally are designed to protect depositors and the banking system as a whole, not holders of MBL's securities or creditors. In addition, as a diversified financial institution, many of our businesses are subject to financial services regulation other than prudential banking regulation in most jurisdictions in which we operate, including in the United States in respect of our broker-dealer, over-the-counter (OTC) derivatives and funds management businesses. Certain regulatory developments will significantly alter the regulatory framework and may adversely affect our competitive position and profitability. Some of the key regulators and regulatory frameworks applicable to our businesses are described below under "Regulation and supervision".

Regulatory agencies and governments frequently review banking and financial services laws, regulations and policies, including fiscal policies, for possible changes. Changes to laws, regulations or policies, including changes in interpretation or implementation of laws, regulations or policies, could substantially affect us or our businesses, the products and services we offer or the value of our assets, or have unintended consequences or impacts across our business. These may include changing required levels of liquidity and capital adequacy, increasing tax burdens generally and on financial transactions, limiting the types of financial services and products that can be offered and/or increasing the ability of other providers to offer competing financial services and products, as well as changes to prudential regulatory requirements. Future changes in laws, regulations or policies as described above can be unpredictable, and beyond our control and could adversely affect our business.

MBL is regulated by APRA as an ADI. APRA may introduce new prudential regulations or modify existing regulations, including those that apply to MBL as an ADI. Any such event could result in changes to the organizational structure of MBL Group and adversely affect the business or financial performance of MBL Group.

Global economic conditions have led to increased supervision and regulation, as well as changes in regulation in markets in which we operate, particularly for financial institutions, and will lead to further significant changes of this kind. In addition, regulation is becoming increasingly extensive and complex and some areas of regulatory change involve multiple jurisdictions seeking to adopt a coordinated approach or certain jurisdictions seeking to expand the territorial reach of their regulation. Furthermore, the nature and impact of future changes are not predictable and beyond our control and there is operational and compliance risk associated with the implementation of any new laws and regulations that apply to us as a financial institution. In particular, changes in applicable laws, regulations or other governmental policies could adversely affect one or more of our businesses and could require us to incur substantial costs.

We are responsible for ensuring that we comply with all applicable legal and regulatory requirements (including accounting standards, where applicable, as well as rules and regulations relating to corrupt and illegal payments and money laundering) and industry codes of practice, as well as meeting our ethical standards. The failure to comply with applicable regulations could result in suspensions, restrictions of operating licenses, fines and penalties or limitations on our ability to do business. They could also have adverse reputational consequences. These costs, expenses and limitations could have an adverse effect on our business, results of operations, financial performance or financial condition. The legal and regulatory requirements described above could also adversely affect the profitability and prospects of us or our businesses to the extent that they limit our operations and flexibility of our businesses. The nature and impact of future changes in such policies are not predictable and are beyond our control.

We may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.

Governmental scrutiny from regulators, legislative bodies and law enforcement agencies with respect to matters relating to the financial services sector generally has increased dramatically over the past several years, in particular, on matters such as business operations, capital, liquidity and risk management and compensation. The financial crisis and the subsequent political and public sentiment regarding financial institutions has resulted in a significant amount of adverse press coverage, as well as adverse statements or charges by regulators or other government officials, and in some cases, to increased regulatory scrutiny, investigations and litigation. Responding to and addressing such matters, regardless of the ultimate outcome, is time-consuming and expensive and can divert the time and effort of our senior management from our business. Penalties and fines sought by regulatory authorities have increased substantially over the last several years, and regulators have become aggressive in commencing enforcement actions or with advancing or supporting legislation targeted at the financial services industry. Adverse publicity, governmental scrutiny and legal and enforcement proceedings can also have a negative impact on our reputation, which could adversely affect our businesses and results of operations.

Changes and increased volatility in currency exchange rates may adversely impact our financial results and our financial and regulatory capital positions.

While our financial statements are presented in Australian dollars, a significant portion of our operating income is derived, and operating expenses are incurred, from our offshore business activities, which are conducted in a broad range of currencies and with counterparties around the world. Changes in the rate at which the Australian dollar is translated from other currencies can impact our financial statements and the economics of our business.

Although we seek to carefully manage our exposure to foreign currencies through matching of assets and liabilities in local currencies and through the use of foreign exchange forward contracts to hedge our exposure, we are still exposed to exchange risk. Insofar as we are unable to hedge or have not completely hedged our exposure to non-Australian currencies, our reported profit or foreign currency translation reserve would be affected.

Investors should be aware that exchange rate movements may adversely impact our future financial results. MBL Group's regulatory capital position may be adversely impacted by a depreciating Australian dollar, which increases the capital requirement for assets denominated in currencies other than Australian dollars.

Our business may be adversely affected by our failure to adequately manage the risks associated with certain strategic opportunities and new businesses, including acquisitions, and the exiting or restructuring of existing businesses.

From time to time we may evaluate strategic opportunities and undertake acquisitions of businesses, some of which may be material. Certain acquisition opportunities may arise, for example, as competitors choose to exit what they consider non-core activities. Our completed and prospective acquisitions and growth initiatives may cause us to become subject to unknown liabilities of the acquired or new business and additional or different regulations.

We may over value the acquisition, we may not achieve expected synergies from the acquisition, we may achieve lower than expected cost savings or otherwise incur losses, we may lose customers and market share, we may face disruptions to our operations resulting from integrating the systems, processes and personnel (including in respect of risk management) of the acquired business into MBL Group, our management's time may be diverted to facilitate the integration of the acquired business into MBL Group, or the acquisition may have negative impacts on our results, financial condition or operations. Where our acquisitions are in foreign jurisdictions, or are in emerging economies in particular, we may be exposed to heightened levels of regulatory scrutiny and political, social or economic disruption and sovereign risk in emerging and growth markets. We may also underestimate the costs associated with outsourcing, exiting or restructuring existing businesses.

In addition, there are current and prospective strategic risks associated with timely business decisions, proper implementation of decisions or responsiveness to changes in our current operating environment. From time to time, we may evaluate other strategic opportunities, the outcome of which is dependent upon the quality of our strategic planning process, the implications of the strategy on risk appetite and our ability to evaluate and, if determined to be worthwhile, implement such strategic opportunities.

Our business is substantially dependent on our brand and reputation.

We believe our reputation in the financial services markets and the recognition of the Macquarie brand by our customers are important contributors to our business. Many companies in MGL Group and many of the funds managed by entities owned, in whole or in part, by MBL and MGL use the Macquarie name. We do not control those entities that are not in MBL Group, but their actions may reflect directly on our reputation. Our reputation and, as a result, our business and business prospects could be adversely affected if any of the entities using the Macquarie name take actions that bring negative publicity on MBL Group.

The financial condition and results of operation of MBL Group may be indirectly adversely affected by the negative performance, or negative publicity in relation to, any Macquarie-managed fund or funds that Macquarie has promoted or is associated with, as investors and lenders may associate such funds with the name, brand and reputation of MBL Group and MGL Group and other Macquarie-managed funds. In addition, if funds that use the Macquarie name or are otherwise associated with Macquarie-managed infrastructure assets, such as roads, airports, utilities and water distribution facilities that people view as community assets, are perceived to be managed inappropriately, those managing entities could be subject to criticism and negative publicity, harming our reputation and the reputation of other entities that use the Macquarie name.

Competitive pressure, both in the financial services industry, as well as in the other industries in which we operate, could adversely impact our business and results of operation.

We face significant competition from local and international competitors, which compete vigorously for participation in the various markets and sectors across which we operate, including the financial services industry. We compete on the basis of a number of factors, including our products and services, depth of client relationships, innovation, reputation and price. We believe that we will continue to experience pricing pressures in the future as some of our competitors seek to obtain or increase market share. We compete, both in Australia and internationally, with asset managers, retail and commercial banks, private banking firms, investment banking firms, brokerage firms, internet based firms and other investment and service firms in connection with the various funds and assets we manage and services we provide. In addition, any trend toward consolidation in the global financial services industry may create stronger competitors with broader ranges of product and service offerings, increased access to capital, and greater efficiency and pricing power. In recent years, competition in the financial services industry has also increased as large insurance and banking industry participants have sought to establish themselves in markets that are perceived to offer higher growth potential and as local institutions have become more sophisticated and competitive and have sought alliances, mergers or strategic relationships. Many of our competitors are larger than we are and may have significantly greater financial resources than we do and/or may be able to offer a wider range of products which may enhance their competitive position.

Our ability to retain and attract qualified employees is critical to the success of our business and the failure to do so may materially adversely affect our performance.

Our employees are our most important resource, and our performance is largely dependent on the talents and efforts of highly skilled individuals. As such, our continued ability to compete effectively in our businesses and to expand into new business areas and geographic regions depends on our ability to retain and motivate our existing employees and attract new employees. Competition from within the financial services industry and from businesses outside the financial services industry, such as professional service firms, hedge funds, private equity funds and venture capital funds, for qualified employees has historically been intense and is expected to increase during periods of economic growth.

In order to attract and retain qualified employees, we must compensate such employees at or above market levels. Typically, those levels have caused employee remuneration to be our greatest expense as our performance-based remuneration has historically been cash based and highly variable. Recent market events have resulted in increased regulatory and public scrutiny of corporate remuneration policies and the establishment of criteria against which industry remuneration policies may be assessed. As an ADI regulated by APRA, we may be subject to limitations on remuneration practices (which may or may not affect our competitors). These limitations may require us to further alter our remuneration practices in ways that could adversely affect our ability to attract and retain qualified and talented employees. If we are unable to continue to attract and retain qualified employees, as a result of such changes or otherwise, or are required to pay higher remuneration in order to attract and retain qualified employees to maintain our competitive position, or if increased regulation requires us to further change our remuneration policies, our performance, including our competitive position, could be materially adversely affected.

In addition, current and future laws (including laws relating to immigration and outsourcing) may restrict our ability to move responsibilities or personnel from one jurisdiction to another. This may impact our ability to take advantage of business and growth opportunities or potential efficiencies, which could adversely affect our profitability.

Our business is subject to the risk of loss associated with falling prices in the equity and other markets in which we operate.

We are exposed to changes in the value of financial instruments and other financial assets that are carried at fair market value, as well as changes to the level of our advisory and other fees due to changes in interest rates, exchange rates, equity and commodity prices, credit spreads and other market risks. These changes may result from changes in economic conditions, monetary and fiscal policies, market liquidity, availability and cost of capital, international and regional political events, acts of war or terrorism, corporate, political or other scandals that reduce investor confidence in capital markets, natural disasters or pandemics or a combination of these or other factors. We trade in foreign exchange, interest rate, commodity, bullion, energy, securities and other markets and are an active price maker in the derivatives market. Certain financial instruments that we hold and contracts to which we are a party are increasingly complex, as we employ structured products to benefit our clients and ourselves, and these complex structured products often do not have readily available markets to access in times of liquidity stress. We may incur losses as a result of decreased market prices for products we trade, which decreases the valuation of our trading and investment positions, including our interest rate and credit products, currency, commodity and equity positions. In addition, reductions in the level of prices in the equity markets or increases in interest rates may reduce the value of our clients' portfolios, which in turn may reduce the fees we earn for managing assets in certain parts of our business. Increases in interest rates or attractive conditions in other investments could cause our clients to transfer their assets out of our funds or other products.

Defaults by one or more other large financial institutions or counterparties could adversely affect financial markets generally.

The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships among financial institutions. As a result of, and in light of, recent significant volatility in the financial sector and the capital markets, concerns about, or a default by, one or more institutions or by a sovereign could lead to market-wide liquidity problems, losses or defaults by other institutions globally that may further affect us. This is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms, hedge funds and exchanges that we interact with on a daily basis.

An increase in the failure of third parties to honor their commitments in connection with our trading, lending and other activities, including funds that we manage, may adversely impact our business.

We are exposed to the potential for credit-related losses that can occur as a result of an individual, counterparty or issuer being unable or unwilling to honor its contractual obligations. We are also exposed to potential concentration risk arising from large individual exposures or groups of exposures. Like any financial services organization, we assume counterparty risk in connection with our lending, trading, derivatives and other businesses where we rely on the ability of a third party to satisfy its financial obligations to us on a timely basis. The resulting credit exposure will depend on a number of factors, including declines in the financial condition of the counterparty, the value of property we hold as collateral and the market value of the counterparty instruments and obligations we hold. See Note 38.1 to our 2014 annual financial statements for a description of the most significant regional, business segment and individual credit exposures where we believe there is a significant risk of loss. Credit losses can and have resulted in financial services organizations realizing significant losses and in some cases failing altogether. To the extent our credit exposure increases, it could have an adverse effect on our business and profitability if material unexpected credit losses occur. We are also subject to the risk that our rights against third parties may not be enforceable in all circumstances.

Credit constraints of purchasers of our investment assets or on our clients may impact our income.

Historically, a portion of our income has been generated from the sale of assets to third parties, including our funds. If buyers are unable to obtain financing to purchase assets that we currently hold or purchase with the intention to sell in the future, we may be required to hold investment assets for a longer period of time than we historically have or may sell these assets at lower prices than we historically would have expected to achieve, which may lower our rate of return on these investments and require funding for periods longer than we have anticipated.

Failure to maintain our credit ratings and those of our subsidiaries could adversely affect our cost of funds, liquidity, competitive position and access to capital markets.

The credit ratings assigned to us and our subsidiaries by rating agencies are based on an evaluation of a number of factors, including our ability to maintain a stable and diverse earnings stream, strong capital ratios, strong credit quality and risk management controls, funding stability and security, disciplined liquidity management and our key operating environments, including the availability of systemic support in Australia. In addition, a credit rating downgrade could be driven by the occurrence of one or more of the other risks identified in this section or by other events.

If we fail to maintain our current credit ratings, this could (i) adversely affect our cost of funds and related margins, liquidity, competitive position, the willingness of counterparties to transact with us and our ability to access capital markets or (ii) trigger our obligations under certain bilateral provisions in some of our trading and collateralized financing contracts. Under these provisions, counterparties could be permitted to terminate contracts with us or require us to post additional collateral. Termination of our trading and collateralized financing contracts could cause us to sustain losses and impair our liquidity by requiring us to find other sources of financing or to make significant cash payments or securities movements.

We may incur losses as a result of ineffective risk management processes and strategies.

While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. As such, we may, in the course of our activities, incur losses. There can be no assurance that the risk management processes and strategies that we have developed will adequately anticipate or be effective in addressing market stress or unforeseen circumstances.

For a further discussion of our risk management policies and procedures, see our “Risk Management Report” in the extracts from the 2014 Annual Report of MGL and Note 38 to our 2014 annual financial statements.

Future growth, including through acquisitions, mergers and other corporate transactions, may place significant demands on our managerial, legal, accounting, IT, risk management, operational and financial resources and may expose us to additional risks.

Future growth, including through acquisitions, mergers and other corporate transactions, may place significant demands on our legal, accounting, IT, risk management and operational infrastructure and result in increased expenses. Our future growth will depend, among other things, on our ability to integrate new businesses, maintain an operating platform and management system sufficient to address our growth, attract employees and other factors described herein. If we do not manage our expanding operations effectively, our ability to generate revenue and control our expenses could be adversely affected.

A number of our recent and planned business initiatives and further expansions of existing businesses are likely to bring us into contact, directly or indirectly, with individuals and entities that are new clients, with new asset classes and other new products or new markets. These business activities expose us to new and enhanced risks, including reputational concerns arising from dealing with a range of new counterparties and investors, actual or perceived conflicts of interest, regulatory scrutiny of these activities, potential political pressure, increased credit-related and operational risks, including risks arising from accidents or acts of terrorism, and reputational concerns with the manner in which these businesses are being operated or conducted.

Poor performance of our funds would cause a decline in our revenue and results of operations and may adversely affect our ability to raise capital for future funds.

Our financial condition and results of operation are directly and indirectly affected by the results of the funds and the assets we manage, particularly our Macquarie-managed funds. Our revenue from Assets under Management is derived principally from three sources: (i) management fees, based on the size of our funds; (ii) incentive income, based on the performance of our funds; and (iii) investment income based on our investments in the funds, which we refer to as our “principal investments”. If the value of the funds we manage declines, our Assets under Management would also decline, which would result in a decrease in our management fees from our funds. In the event that any of our funds perform poorly due to market conditions or our underperformance, our revenue and results of operations may decline. In addition, investors may withdraw their investments in our funds or may decline to invest in future funds we establish as a result of poor performance of our funds or otherwise.

Long-term underperformance can have negative implications for incentive income. If the return of a fund is negative in any period (quarterly, semi-annually or annually, depending on the fund), then the amount of the performance deficit must be carried forward until eliminated.

We may experience writedowns of our funds management assets, investments, loans and other assets related to volatile market conditions.

MBL Group recorded A$350 million of impairment charges for the year ended March 31, 2014, including A$141 million of impairment charges on investment securities available-for-sale, investments in associates and joint ventures, and other non-financial assets, and A$209 million of loan impairment provisions. Further impairments and provisions may be required in future periods if the market value of assets similar to those held were to decline.

Sudden declines and significant volatility in the prices of assets may substantially curtail or eliminate the trading markets for certain assets, which may make it very difficult to sell, hedge or value such assets. The inability to sell or effectively hedge assets reduces our ability to limit losses in such positions and the difficulty in valuing assets may negatively affect our capital, liquidity or leverage ratios, increase our funding costs and generally require us to maintain additional capital.

In addition, market volatility has in recent years impacted the value of our funds. Future valuations, in light of factors then prevailing, may result in further impairments to our investments in our funds. In addition, at the time of any sale of our investments in our funds, the price we ultimately realize will depend on the demand in the market at the time and may be materially lower than their current market value. Any of these factors could require us to make further writedowns on our investments in our funds management assets and other investments and assets, which may be significant and may have an adverse effect on our results of operations and financial condition in future periods.

MBL Group relies on services provided by MGL.

Under the Services Agreements, MGL provides shared services to MBL Group. These shared services include risk management, financial operations and economic research services, information technology, treasury, settlement services, equity markets operation services, human resources, business services, company secretarial and investor relations, media relations and corporate communications, taxation, business improvement and strategy, central executive services, accommodation and related services, other group-wide services and business shared services. Other than exercising its rights under the Services Agreements, MBL Group has no direct control over the provision of those services, MGL's continued provision of those services or the cost at which such services are provided.

The business model of MBL Group includes revenue it generates from management of funds and transactions with the assets it manages.

As at March 31, 2014, MBL Group had A$314.1 billion in Assets under Management, and for the year ended March 31, 2014 derived A$797 million of base fee income from the funds that it managed. In addition to risks relating to fee income (as described above) and any credit exposure we may have to funds or assets owned by funds, MBL Group's funds model exposes it to such risks as:

- *Equity at risk*: MBL Group maintains an equity interest in a number of the funds that it manages. The market value of MBL Group's assets is directly affected by the value of the funds managed by MBL Group to the extent of its equity interest in those funds.

- *Reputation risk*: The Macquarie name is attached to many of the funds managed by MBL Group. Any adverse developments at any of the funds we manage or the assets managed by those funds could have an adverse impact on our reputation and public image which could adversely affect our business and financial condition.

- *Contingent liabilities*: In some instances entities in MBL Group have sold assets to funds managed by MBL Group mostly in circumstances when MBL Group is seeding a newly-formed fund with assets, or MBL Group has sold its interest in such assets to third parties. Under the terms of some of the agreements pursuant to which those assets have been sold we may have contingent liabilities as a result of the representations and warranties, covenants, indemnities or other provisions of those agreements.

- *Conflicts of interest*: MBL Group manages and advises a large number of funds, many of which compete for assets and investors. We have policies in place designed to manage conflicts of interest within MBL Group, but no assurance can be given that those policies will be adequate to prevent actual or perceived conflicts of interest.

If we are unable to effectively manage these risks, our funds management business and reputation could be materially harmed or we could be exposed to claims or other liabilities to investors in the funds.

Apart from its rights under the Services Agreements, MBL has no control over the management, operations or business of entities in MGL Group that are not part of MBL Group.

Entities in MGL Group that are not part of MBL Group may compete and establish businesses that compete with the businesses of MBL Group and those other entities are not obligated to support the businesses of MBL Group. Other than APRA prudential standards and capital adequacy requirements described in "Regulation and supervision", there are no regulations or agreements governing the allocation of future business between the Banking Group and the Non-Banking Group, including MBL Group.

Our business operations expose us to potential tax liabilities that could have an adverse impact on our results of operation and our reputation.

We are exposed to risks arising from the manner in which the Australian and international tax regimes may be applied and enforced, both in terms of our own tax compliance and the tax aspects of transactions on which we work with clients and other third parties. Our international, multi-jurisdictional platform increases our tax risks. In addition, as a result of increased funding needs by governments employing fiscal stimulus measures, revenue authorities in many of the jurisdictions in which we operate are known to have become more active in their tax collection activities. While we believe that we have in place controls and procedures that are designed to ensure that transactions involving third parties comply with applicable tax laws and regulations, any actual or alleged failure to comply with or any change in the interpretation, application or enforcement of applicable tax laws and regulations could adversely affect our reputation and affected business areas, significantly increase our own tax liability and expose us to legal, regulatory and other actions.

We may incur financial loss, adverse regulatory consequences or reputational damage due to inadequate or failed internal or external operational systems, processes, people or systems or external events.

Our businesses are highly dependent on our ability to process and monitor, on a daily basis, a very large number of transactions, many of which are highly complex, across numerous and diverse markets in many currencies. As our client base, business activities and geographical reach expands, developing and maintaining our operational systems and infrastructure becomes increasingly challenging. We must continuously update these systems to support our operations and growth, which may entail significant costs and risks of successful integration. Our financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, such as a spike in transaction volume or disruption in internet services provided by third parties, adversely affecting our ability to process these transactions or provide these services.

We are exposed to the risk of loss resulting from human error, the failure of internal or external processes and systems, such as from the failure of our IT systems, or from external events. Such operational risks may include theft and fraud, improper business practices, mishandling of client monies or assets, client suitability and servicing risks, product complexity and pricing, and valuation risk or improper recording, evaluating or accounting for transactions or breaches of our internal policies and regulations.

In addition, there have been a number of highly publicized cases around the world involving actual or alleged fraud or other misconduct by employees in the financial services industry in recent years, and we run the risk that employee misconduct could occur. It is not always possible to deter or prevent employee misconduct and the precautions we take to prevent and detect this activity have not been and may not be effective in all cases. In addition, we also face the risk of operational failure, termination or capacity constraints of any of the counterparties, clearing agents, exchanges, clearing houses or other financial intermediaries we use to facilitate our securities or derivatives transactions, and as our interconnectivity with our clients and counterparties grows, we increasingly face the risk of operational failure with respect to our clients' and counterparties' systems. Any such failure, termination or constraint could adversely affect our ability to effect or settle transactions, service our clients, manage our exposure to risk, meet our obligations to counterparties or expand our businesses or result in financial loss or liability to our clients and counterparties, impairment of our liquidity, disruption of our businesses, regulatory intervention or reputational damage.

We may face information security risks.

Our businesses are highly dependent on our information technology systems. We devote significant effort to protecting the confidentiality, integrity and availability of our computer systems, software and networks, including maintaining the confidentiality of information that may reside on those systems. However, there can be no assurances that our security measures will provide absolute security. Third parties with which we do business, as well as other third parties with which our clients do business, can also be sources of operational risk to us, including with respect to security breaches affecting such parties, breakdowns or failures of the systems or misconduct by the employees of such parties and cyber attacks. Such incidents may require us to take steps to protect the integrity of our own operational systems or to safeguard our confidential information and that of our clients, thereby increasing our operational costs and potentially diminishing customer satisfaction. It is possible that we may not be able to anticipate or to implement effective measures to prevent or minimize damage that may be caused by all information security threats, because the techniques used can be highly sophisticated and can evolve rapidly, and those that would perpetrate attacks can be well resourced. An information security failure could have serious consequences for MBL Group including operational disruption, financial losses, reputational damage, theft of intellectual property and customer data, and could result in violations of applicable privacy laws, all of which could have a material impact on MBL Group.

Our businesses, including our commodities activities and particularly our physical commodities trading businesses, are subject us to the risk of unforeseen, hostile or potential catastrophic events, and environmental, reputational and other risks that may expose us to significant liabilities and costs.

Our businesses are subject to the risk of unforeseen, hostile or catastrophic events, many of which are outside of our control, including natural disasters, extreme weather events (such as persistent winter storms or protracted droughts) leaks, spills, explosions, release of toxic substances, fires, accidents on land or at sea, terrorist attacks or other hostile or catastrophic events. Additionally, rising climate change concerns may lead to additional regulation that could increase the operating costs and/or reduce the profitability of our investments. In addition, we rely on third party suppliers or service providers to perform their contractual obligations, and any failure on their part could adversely affect our business. We may also not be able to obtain insurance to cover some of these risks and the insurance that we have may be inadequate to cover our losses.

The occurrence of any such events may prevent us from performing under our agreements with clients, may impair our operations or financial results, and may result in litigation, regulatory action, negative publicity or other reputational harm.

Conflicts of interest could limit our current and future business opportunities.

As we expand our businesses and our client base, we increasingly have to address potential or perceived conflicts of interest, including situations where our services to a particular client conflict with, or are perceived to conflict with, our own proprietary investments or other interests or with the interests of another client, as well as situations where one or more of our businesses have access to material non-public information that may not be shared with other businesses within MGL Group. While we believe we have adequate procedures and controls in place to address conflicts of interest, including those designed to prevent the improper sharing of information among our businesses, appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged and the willingness of clients to enter into transactions in which such a conflict might arise may be adversely affected if we fail, or appear to fail, to deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could materially adversely affect our reputation or business, including give rise to claims by and liabilities to clients, litigation or enforcement actions or discourage clients or counterparties to do business with us.

Litigation, regulatory actions and contingent liabilities may adversely impact our results of operations.

We may, from time to time, be subject to material litigation, regulatory actions and contingent liabilities, for example, as a result of inappropriate documentation of contractual relationships, class actions or regulatory violations, which, if they crystallize, may adversely impact upon our results of operation and financial condition in future periods or our reputation. We regularly obtain legal advice and make provisions, as deemed necessary. There is a risk that any losses may be larger than anticipated or provided for or that additional litigation, regulatory actions or other contingent liabilities may arise. Furthermore, even where monetary damages may be relatively small, an adverse finding in a regulatory or litigation matter could harm our reputation or brand, thereby adversely affecting our business.

In conducting our businesses around the world, we are subject to political, economic, legal, operational and other risks.

In conducting our businesses and maintaining and supporting our global operations, we are subject to risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, economic sanctions and other restrictive governmental actions. We could also be affected by the occurrence of diseases. Geopolitical instability, such as threats of, potential for, or actual conflict, occurring around the world, may also adversely affect global financial markets, general economic and business conditions and MBL's ability to continue operating or trading in a country, which in turn may adversely affect MBL's business, operations and financial condition.

In addition, in some countries in which we do business or may in the future do business, in particular in emerging markets, the laws and regulations applicable to the financial services industry are uncertain and evolving, and it may be difficult for us to determine the exact requirements of local laws in every market. Our inability to remain in compliance with local laws in a particular market could have a significant and negative effect not only on our businesses in that market but also on our reputation generally. We are also subject to the enhanced risk that transactions we structure might not be legally enforceable in all cases.

We are also subject in our operations worldwide to rules and regulations relating to corrupt and illegal payments and money laundering, as well as laws, sanctions and economic trade restrictions relating to doing business with certain individuals, groups and countries. While we have invested and continue to invest in our anti-money laundering ("*AML*"), sanctions, and anti-bribery and anti-corruption compliance programs, the geographical diversity of our operations, employees, clients and customers, as well as the vendors and other third parties that we deal with, increases the risk that we may be found in violation of such rules or regulations and any such violation could subject us to significant penalties or adversely affect our reputation.

We are also subject to the risk that our agreements do not reflect the commercial intent of the parties, especially for complex transactions including those which involve derivatives.

Failure of our insurance carriers or our failure to maintain adequate insurance cover could adversely impact our results of operations.

We maintain third party insurance and self-insurance that we consider to be prudent for the scope and scale of our activities. If our carriers fail to perform their obligations to us, our third party cover is insufficient or our self-insurance is too great for a particular matter or group of related matters, our net loss exposure could adversely impact our results of operations.

We are subject to risks in using custodians.

Certain funds we manage depend on the services of custodians to carry out certain securities transactions. In the event of the insolvency of a custodian, the funds might not be able to recover equivalent assets in full as they will rank among the custodian's unsecured creditors in relation to assets which the custodian borrows, lends or otherwise uses. In addition, the funds' cash held with a custodian will not be segregated from the custodian's own cash, and the funds will therefore rank as unsecured creditors in relation to the cash they have deposited.

CAPITALIZATION, INDEBTEDNESS AND CAPITAL ADEQUACY

The following table sets forth our capitalization as at March 31, 2014.

The information relating to MBL Group in the following table is based on our 2014 annual financial statements, which were prepared in accordance with AGAAP, and should be read in conjunction therewith.

	As at	
	Mar 14	**Mar 14**
	US$m[1]	**A$m**
CAPITALIZATION		
Borrowings[2]		
Debt issued — due greater than 12 months	13,079	14,101
Subordinated debt — due greater than 12 months	2,280	2,458
Total borrowings[3]	**15,359**	**16,559**
Equity		
Contributed equity		
Ordinary share capital	7,029	7,578
Equity contribution from ultimate parent entity	122	132
Macquarie Income Securities	363	391
Reserves	(63)	(68)
Retained earnings	1,287	1,388
Macquarie Income Preferred Securities	70	76
Other non-controlling interests	1	1
Total equity	**8,809**	**9,498**
TOTAL CAPITALIZATION	**24,168**	**26,057**

1 Conversions of Australian dollars to U.S. dollars have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. See “Exchange rates” for further information on the historical rates of exchange between the Australian dollar and the U.S. dollar.

2 At March 31, 2014, we had A$3.8 billion of secured indebtedness due in greater than 12 months compared to A$5.9 billion at March 31, 2013.

3 Total borrowings do not include our short-term debt securities, including the current portion of long-term debt, or securitizations. Short-term debt totaled A$15.4 billion as at March 31, 2014 and securitizations totaled A$13.3 billion as at March 31, 2014 compared to A$13.3 billion and A$10.7 billion, respectively, as at March 31, 2013.

For details on our short-term debt position as at March 31, 2014, see “Management’s discussion and analysis of results of operation and financial condition — Liquidity” in this Report.

Capital adequacy

The following table sets forth our capital adequacy and risk weighted assets as at March 31, 2014 and has been prepared on an APRA Basel III basis.

	As at	
	Mar 14	**Mar 14**
	US$m[1]	**A$m**
Common Equity Tier 1 Capital		
Paid-up ordinary share capital	7,151	7,710
Retained earnings	1,272	1,371
Reserves	(39)	(42)
Gross Common Equity Tier 1 Capital	**8,384**	**9,039**
Regulatory adjustments to Common Equity Tier 1 Capital:		
Goodwill	96	104
Deferred tax assets	175	189
Net other fair value adjustments	(8)	(9)
Intangible component of investments in subsidiaries and other entities	411	443
Loan and lease origination fees and commissions paid to mortgage originators and brokers	107	115
Equity exposures	1,212	1,307
Shortfall in provisions for credit losses	353	380
Other Common Equity Tier 1 Capital deductions	178	192
Total Common Equity Tier 1 Capital deductions	**2,524**	**2,721**
Net Common Equity Tier 1 Capital	**5,860**	**6,318**
Additional Tier 1 Capital		
Additional Tier 1 Capital instruments	596	643
Gross Additional Tier 1 Capital	**596**	**643**
Deductions from Additional Tier 1 Capital	-	-
Net Additional Tier 1 Capital	**596**	**643**
Total Net Tier 1 Capital	**6,456**	**6,961**

[1] Conversions of Australian dollars to U.S. dollars have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. See “Exchange rates” for further information on the historical rates of exchange between the Australian dollar and the U.S. dollar.

	As at	
	Mar 2014	Mar 2014
	US$m[1]	A$m
Credit risk – Risk-Weighted Assets ("RWA")		
Subject to IRB approach:		
Corporate	16,968	18,295
SME Corporate	1,602	1,727
Sovereign	548	591
Bank	1,558	1,680
Residential mortgage	3,836	4,136
Other Retail	4,510	4,862
Total RWA subject to IRB approach	**29,022**	**31,291**
Specialized lending exposures subject to slotting criteria	4,536	4,891
Subject to Standardized approach:		
Corporate	826	891
Residential mortgage	1,280	1,380
Other Retail	1,003	1,081
Total RWA subject to Standardized approach	**3,109**	**3,352**
Credit risk RWA for securitization exposures	**811**	**874**
Credit Valuation Adjustment RWA	**2,157**	**2,325**
Exposures to Central Counterparties RWA	**1,480**	**1,595**
RWA for Other Assets	**5,931**	**6,395**
Total Credit risk RWA	**47,046**	**50,723**
Market risk RWA	**4,236**	**4,567**
Operational risk RWA	**7,912**	**8,531**
Interest rate risk in banking book RWA	**-**	**-**
Scaling factor (6%) applied to RWA subject to IRB approach	**1,741**	**1,877**
Total Banking Group RWA	**60,935**	**65,698**
Capital ratios		
MBL Group Common Equity Tier 1 Capital ratio (%)	9.6	9.6
MBL Group Tier 1 Capital ratio (%)	10.6	10.6

1 Conversions of Australian dollars to U.S. dollars have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. See "Exchange rates" for further information on the historical rates of exchange between the Australian dollar and the U.S. dollar.

SELECTED FINANCIAL INFORMATION

The selected consolidated statement of financial position data as at March 31, 2014, 2013 and 2012 and income statement data for the fiscal years ended March 31, 2014, 2013 and 2012 presented below have been derived from our audited financial statements for the fiscal years ended 2014, 2013 and 2012. These financial statements have been prepared in accordance with AGAAP, which also complied with International Financial Reporting Standards as issued by the International Accounting Standards Board. See "Financial information presentation" in this Report for further information.

The historical information in the following tables has been extracted from our historical financial statements.

Income statements

	Year ended			
	Mar 2014	**Mar 2014**	**Mar 2013**	**Mar 2012**
	US$m[1]	**A$m**	**A$m**	**A$m**
Interest and similar income	4,003	4,316	4,394	5,157
Interest expense and similar charges	(2,412)	(2,601)	(2,966)	(3,554)
Net interest income	**1,591**	**1,715**	**1,428**	**1,603**
Fee and commission income	1,563	1,685	1,513	1,344
Net trading income	1,486	1,602	1,278	999
Share of net profits of associates and joint ventures accounted for using the equity method	13	14	40	37
Other operating income and charges	435	470	342	728
Net operating income	**5,088**	**5,486**	**4,601**	**4,711**
Employment expenses	(1,562)	(1,684)	(1,511)	(1,507)
Brokerage, commission and trading-related expenses	(646)	(697)	(523)	(611)
Occupancy expenses	(130)	(140)	(145)	(149)
Non-salary technology expenses	(93)	(100)	(88)	(96)
Other operating expenses	(1,363)	(1,470)	(1,305)	(1,465)
Total operating expenses	**(3,794)**	**(4,091)**	**(3,572)**	**(3,828)**
Operating profit before income tax	**1,294**	**1,395**	**1,029**	**883**
Income tax expense	(576)	(621)	(355)	(243)
Profit after income tax	**718**	**774**	**674**	**640**
Profit/loss attributable to non-controlling interests	(4)	(4)	(3)	(5)
Profit attributable to equity holders of Macquarie Bank Limited	**714**	**770**	**671**	**635**
Distributions paid or provided on Macquarie Income Securities	(17)	(18)	(21)	(26)
Profit attributable to ordinary equity holders of Macquarie Bank Limited	**697**	**752**	**650**	**609**

1 Conversions of Australian dollars to U.S. dollars have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. See "Exchange rates" for further information on the historical rates of exchange between the Australian dollar and the U.S. dollar.

Statement of financial position

	As at			
	Mar 2014	**Mar 2014**	**Mar 2013**	**Mar 2012**
	US$m[1]	**A$m**	**A$m**	**A$m**
ASSETS				
Receivables from financial institutions	14,980	16,151	12,607	15,340
Trading portfolio assets	20,071	21,640	18,853	11,545
Derivative assets	11,564	12,468	14,595	21,951
Investment securities available-for-sale	11,299	12,182	14,190	16,285
Other assets	7,700	8,302	7,895	7,444
Loan assets held at amortized cost	53,025	57,170	49,218	44,095
Other financial assets at fair value through profit or loss	2,036	2,195	4,645	5,962
Life investment contracts and other unitholder investment assets[2]	–	–	–	5,908
Due from related body corporate entities	2,081	2,244	1,060	1,118
Property, plant and equipment	5,607	6,045	5,352	4,835
Interest in associates and joint ventures accounted for using the equity method	511	551	528	707
Intangible assets	728	785	795	874
Deferred tax assets	165	178	262	105
Total assets	**129,767**	**139,911**	**130,000**	**136,169**
LIABILITIES				
Trading portfolio liabilities	2,281	2,459	1,384	3,507
Derivative liabilities	10,896	11,748	14,725	20,897
Deposits	39,236	42,302	40,966	37,014
Other liabilities	7,903	8,521	8,147	7,766
Payables to financial institutions	15,371	16,573	15,180	9,078
Other financial liabilities at fair value through profit or loss	869	937	919	1,688
Life investment contracts and other unit holder liabilities[2]	–	–	–	5,897
Due to related body corporate entities	6,903	7,443	5,456	3,022
Debt issued at amortized cost	34,554	37,255	31,826	35,068
Provisions	80	86	104	99
Deferred tax liabilities	580	625	435	536
Total liabilities excluding loan capital	**118,673**	**127,949**	**119,142**	**124,572**
Loan capital				
Subordinated debt at amortized cost	2,285	2,464	2,203	2,176
Subordinated debt at fair value through profit or loss	–	–	–	150
Total loan capital	**2,285**	**2,464**	**2,203**	**2,326**
Total liabilities	**120,958**	**130,413**	**121,345**	**126,898**
Net assets	**8,809**	**9,498**	**8,655**	**9,271**
EQUITY				
Contributed equity	7,514	8,101	8,077	8,077
Reserves	(63)	(68)	(560)	(617)
Retained earnings	1,287	1,388	1,046	1,743
Total capital and reserves attributable to equity holders of Macquarie Bank Limited	**8,738**	**9,421**	**8,563**	**9,203**
Non-controlling interests	**71**	**77**	**92**	**68**
Total equity	**8,809**	**9,498**	**8,655**	**9,271**

1 Conversions of Australian dollars to U.S. dollars have been made at the noon buying rate on March 31, 2014, which was US$0.9275 per A$1.00. See "Exchange rates" for further information on the historical rates of exchange between the Australian dollar and the U.S. dollar.

2 During the 2014 fiscal year, certain new accounting standards and amendments to existing accounting standards became applicable, including AASB 10, which relates to principles of consolidation and was applied by MBL from April 1, 2013. Comparative information for the 2013 fiscal year presented in this Report has been restated to reflect the application of AASB 10, which resulted in a decrease in life investment contracts and other unitholder investment assets (which are now included in other assets as at March 31, 2014) and total assets, with a corresponding decrease in life investment contracts and other unitholder liabilities (which are now included in other liabilities as at March 31, 2014) and total liabilities. Comparative information for earlier periods have not been restated to reflect the application of AASB 10. See "Financial Information Presentation — Application of new accounting standards" for further information.

Other financial data

	As at		
	Mar 2014	**Mar 2013**	**Mar 2012**
Ratios			
Net loan losses as a percentage of loan assets (annualized %)[1]	0.4	0.4	0.4
Ratio of earnings to fixed charges[2]	1.5x	1.3x	1.3x
Expense/income ratio (%)[3]	74.6	77.6	81.3
APRA Basel III Tier 1 Capital ratio (%)[4]	10.6	10.8	N/A
APRA Basel II Tier 1 Capital ratio (%)[4]	N/A	N/A	13.8

1 Net loan losses as a percentage of loan assets excludes amounts relating to mortgage securitization special purpose entities. MBL's exposure in relation to these entities is largely mitigated by credit insurance. As a result, any loan losses in these vehicles do not have a material effect on our results.

2 For the purpose of computing ratios, earnings consist of net profit before interest costs, operating lease rental payments, income tax and non-controlling interests. Fixed charges consist of interest costs plus rental payments under operating leases.

3 Total operating expenses expressed as a percentage of net operating income.

4 Ratios as at March 31, 2014 and 2013 were prepared on an APRA Basel III basis. Ratios as at March 31, 2012 were prepared on an APRA Basel II basis. MBL was supervised on a Basel II basis by APRA for the period ended March 31, 2012, and on a Basel III basis by APRA for the periods ended March 31, 2014 and 2013.

MACQUARIE BANK LIMITED

Overview

MBL is an APRA regulated ADI headquartered in Sydney, Australia and is a wholly owned subsidiary of MGL. As a provider of banking, financial, advisory, investment and funds management services, MBL is primarily a client-driven business which generates income by providing a diversified range of products and services to clients. MBL Group acts on behalf of institutional, corporate and retail clients and counterparties around the world.

At March 31, 2014, MBL employed over 5,400 staff, had total assets of A$139.9 billion and total equity of A$9.5 billion. For the 2014 fiscal year, our net operating income was A$5.5 billion and profit after tax attributable to ordinary equity holders was A$752 million. As at March 31, 2014, MBL conducted its operations in 21 countries, with 46% of MBL Group's revenues from external customers derived from regions outside Australia. See "Macquarie Bank Limited — Our business — Regional activity" below for further information.

MBL's ordinary shares were listed on ASX from July 29, 1996 until the Restructure in November 2007. Prior to the Restructure, MBL was a widely held ASX-listed public company and engaged in certain investment banking activities through Macquarie Capital. On November 19, 2007, when the Restructure was completed, MBL became an indirect wholly owned subsidiary of MGL, a new ASX-listed company, and MBL Group transferred to the Non-Banking Group most of the assets and businesses of Macquarie Capital, and some less financially significant assets and businesses of the former Equity Markets group (now part of Macquarie Securities) and Treasury & Commodities (now part of Fixed Income, Currencies & Commodities). Although MBL's ordinary shares are no longer listed on ASX, MBL's Macquarie Income Securities continue to be listed on ASX and, accordingly, MBL remains subject to the disclosure and other requirements of ASX as they apply to companies with debt securities listed on the ASX.

MBL's registered office is 25 National Circuit, Forrest, Australian Capital Territory, ACT, Australia. Its principal place of business is Level 7, No. 1 Martin Place, Sydney, New South Wales 2000, Australia. The telephone number of its principal place of business is +612-8232-3333.

Board and management changes since the beginning of the 2014 fiscal year

The following board and management changes occurred since the beginning of the 2014 fiscal year:

- Nicola Wakefield Evans was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective February 7, 2014. Ms. Wakefield Evans is currently a director of Lend Lease Corporation Limited, Toll Holdings Limited and BUPA Australia & New Zealand Group. She is also a member of the Advisory Board at the University of New South Wales Law School and a director of Asialink at the University of Melbourne. Ms. Wakefield Evans has extensive experience as a corporate finance lawyer at King & Wood Mallesons (previously Mallesons Stephen Jaques), where she was a partner for over 20 years, including Managing Partner, Practice division (Sydney) from 2004 to 2007, and Managing Partner, International (Hong Kong) from 2007 to 2010. Ms. Wakefield Evans is a member of the Australian Institute of Company Directors, the International Bar Association and Chief Executive Women. She holds a Bachelor of Jurisprudence and Laws and is a qualified lawyer in Australia, Hong Kong and the United Kingdom. She was also included in the Australian Financial Review and Westpac Group's inaugural list of "Australia's 100 Women of Influence";

- John Niland retired as a Non-Executive Director from the Boards of MGL and MBL, effective December 31, 2013;

- Patricia Cross was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective August 7, 2013. Mrs. Cross is currently a director of Aviva plc, and a founding director of the Grattan Institute. She is also an Australian Indigenous Education Foundation ambassador. Mrs. Cross has extensive international financial and banking experience, through senior executive roles with Chase Manhattan Bank and Chase Investment Bank, Banque Nationale de Paris and National Australia Bank. At National Australia

Bank, Mrs. Cross was responsible for the Wholesale Banking and Finance Division and was a member of the Executive Committee. Previously she was a Director of Qantas Airways Limited, National Australia Bank Limited, JBWere Limited, Wesfarmers Limited, AMP Limited, Suncorp-Metway Limited, Chairman of Qantas Superannuation Limited and Deputy Chairman of the Transport Accident Commission of Victoria. Mrs. Cross has held a number of honorary government positions, including five years as a founding member of the Financial Sector Advisory Council, APEC Business Advisory Council, and as a member of the Panel of Experts to the Australia as a Financial Centre Forum. She has also served on a wide range of not for profit boards, including the Murdoch Childrens Research Institute. In 2001, Mrs. Cross received the Australian Centenary Medal for service to Australian society through the finance industry;

- Gary Banks was appointed to the Boards of MGL and MBL as a Non-Executive Director, effective August 1, 2013. Professor Banks is Dean and Chief Executive Officer of the Australia and New Zealand School of Government (ANZSOG). He was Chairman of the Australian Productivity Commission from its inception in 1998 until 2012. He is a Professorial Fellow at the University of Melbourne and Adjunct Professor at the Australian National University. Professor Banks currently chairs the Regulatory Policy Committee of the Organisation for Economic Co-operation and Development (OECD) and is a Member of the Advisory Board of the Melbourne Institute and the Prime Minister's Business Advisory Council. He was previously a Senior Economist with the GATT Secretariat in Geneva, Visiting Fellow at the Trade Policy Research Centre in London, Projects Director with the Centre for International Economics in Canberra and has been a consultant to the World Bank, OECD and World Trade Organisation. He chaired the Regulation Taskforce in 2006 and the Infrastructure Stream at the Prime Minister's 2020 Summit;

- Catherine Livingstone retired as a Non-Executive Director from the Boards of MGL and MBL, effective July 25, 2013; and

- Mary Reemst was appointed as an Executive Director to the Board of MBL and as Managing Director and Chief Executive Officer of MBL to replace Greg Ward, effective July 1, 2014. Ms. Reemst is currently MGL's Head of Credit within the Risk Management Group, having served in that role for the past 11 years and with MGL for approximately 15 years.

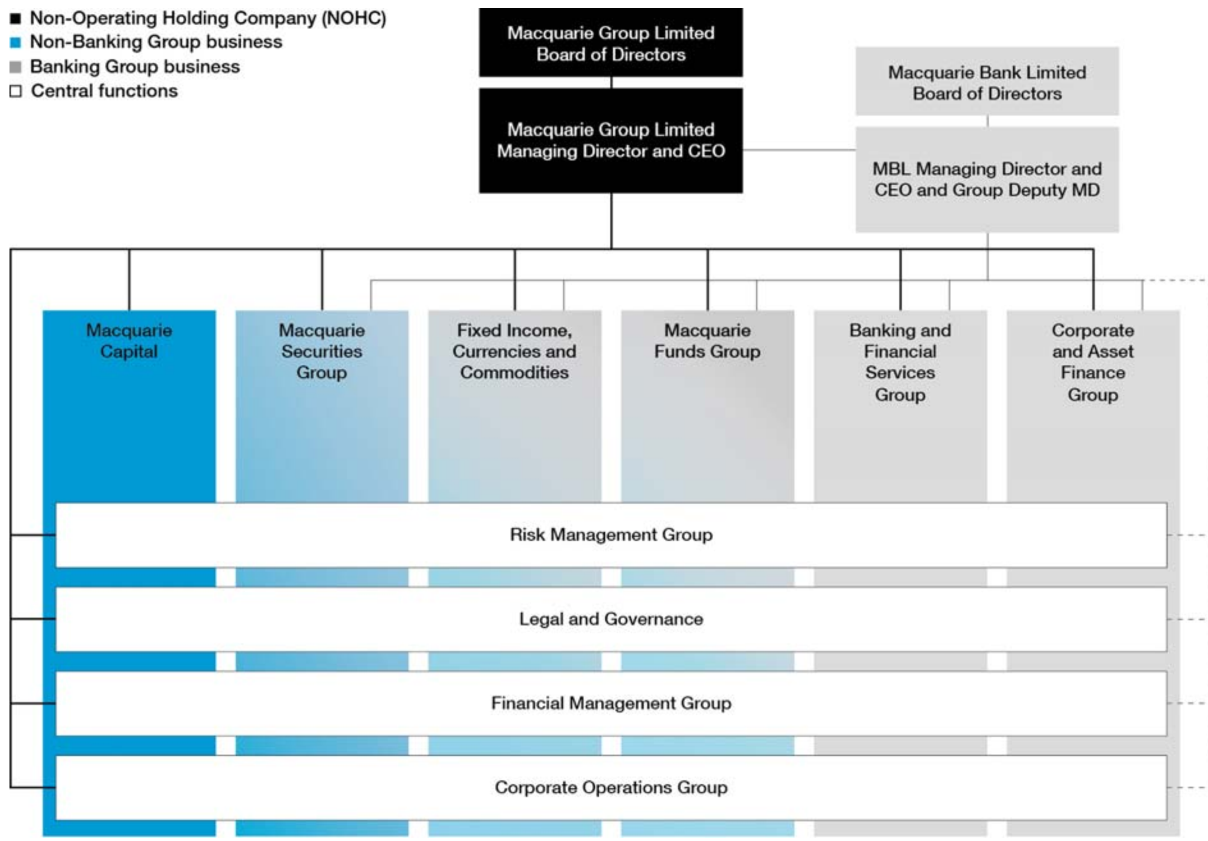
Organizational structure

MBL is an indirect wholly owned subsidiary of MGL and forms part of the Banking Group. MBL comprises five operating groups: Corporate & Asset Finance; Banking & Financial Services; Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division); Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities); and Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions).

MGL Group provides shared services to both the Banking Group and the Non-Banking Group through the Corporate segment. The Corporate segment is not considered an operating group and comprises four central functions: Risk Management, Legal and Governance, Financial Management and Corporate Operations. Shared services include: Risk Management, Finance, Information Technology, Group Treasury, Settlement Services, Equity Markets Operations, Human Resources Services, Business Services, Company Secretarial, Media Relations, Corporate Communications and Investor Relations Services, Taxation Services, Business Improvement and Strategy Services, Central Executive Services, Other Group-wide Services, Business Shared Services, and other services as may be agreed from time to time. The Corporate segment also includes the legacy assets of the former Real Estate Banking division and the income and cash flow from these assets.

MBL and MGL have corporate governance and policy frameworks that meet APRA's requirements for ADIs and NOHCs, respectively. The Banking Group and the Non-Banking Group operate as separate sub-groups within MGL with clearly identifiable businesses, separate capital requirements and discrete funding programs. For further information on MGL and MBL's liquidity and funding, see the discussion under "Management's discussion and analysis of results of operation and financial condition — Liquidity". Although the Banking Group and the Non-Banking Group operate as separate sub-groups, both are integral to MGL Group's identity and strategy as they assist MGL Group in continuing to pursue value adding and diversified business opportunities while meeting its obligations under APRA rules.

The following diagram shows our current organizational structure of MGL Group and reflects the composition of the Banking and Non-Banking Groups.



MGL and MBL will continue to monitor and review the appropriateness of the MGL structure, including the provision of shared services. From time to time, the optimal allocation of MGL's businesses between the Banking Group and the Non-Banking Group and within the Banking Group and the Non-Banking Group may be adjusted and MGL and MBL may make changes in light of relevant factors including business growth, regulatory considerations, market developments and counterparty considerations.

Our key strengths

We believe our profitability, the diversification of our businesses and our geographic spread has been supported by the following key strengths:

- *Leading Australian and strong international franchise*. We are a leading Australian financial services firm that provides diverse financial services in Australia, with particular strengths in funds management, securities, foreign exchange and energy and commodities trading. This has created a strong base for our domestic and international growth and diversification. Over the last 10 years, we have significantly increased the amount of business we conduct outside of Australia and have transformed from a leading Australian financial services firm growing internationally into a global provider of diversified financial services headquartered in Australia. See "— Our history and evolution" below for further information.

- *Strong brand and reputation*. We believe our business successes have resulted in us achieving a level of recognition for quality, integrity and innovative products and services that has been an important element in our ability to maintain, grow and diversify our businesses.

- *Diversified earnings*. Our diversified earnings base has been an important factor in our successful growth. MBL Group's diverse sources of income include the following:

    - *Fee and commission income,* including:

        - Brokerage and commission income from brokerage fee income from Banking & Financial Services, as well as brokerage revenues in futures execution and clearing markets from Fixed Income, Currencies & Commodities;

        - Funds management fee income (including base fees, which are ongoing fees generated from funds management activities, and performance fees, which are earned when the funds outperform predetermined benchmarks) from Macquarie Funds;

        - Other fee and commission income from the Macquarie Wrap and other administration fee income from Banking & Financial Services, and structuring fee income from Macquarie Funds' structured financial products; and

        - Income from life investment contracts and other unitholder investment assets from the provision of life insurance by Macquarie Life and True Index income earned on funds managed by Macquarie Funds.

    - *Trading income* generated predominately through client trading activities and products issued by Macquarie Securities and Fixed Income, Currencies & Commodities;

    - *Interest income* earned on residential mortgages, loans to Australian businesses, insurance premium funding and credit cards in Banking & Financial Services, interest income on trading assets from Fixed Income, Currencies & Commodities and Macquarie Securities, and leasing, corporate lending and asset financing activities of Corporate & Asset Finance;

    - *Other income* from the sale of asset and equity investments, gains on the deconsolidation of controlled entities, operating lease income, dividends and distributions; and

    - *Equity accounted income* from principal investments in assets and businesses where significant influence is present.

- *Geographic diversity*. As at March 31, 2014, we employed over 5,400 people in 21 countries. Of those staff, approximately 36% were located in offshore markets. As MBL Group has expanded, we have applied the resources and experience of a global organization to our understanding of the local environment in the countries in which we operate.

- *Ability to adapt to change.* Over time, we have demonstrated an ability to adapt to changing market conditions. We have sought to take advantage of new opportunities for acquisitions and organic growth in our areas of expertise and have also demonstrated a preparedness to exit businesses once profit opportunities have been exhausted. We believe our acquisitions have complemented our existing expertise in areas such as lending and leasing, energy, financial institutions and funds management and demonstrated our track record of successfully integrating new businesses. For further details of significant acquisitions, see "— Our history and evolution" below.

- *Selective approach to growth and diversification*. In addition to adapting our existing businesses and expanding organically, we actively seek to diversify and grow our businesses in selective areas of expertise. We believe that our strategy of expanding selectively, seeking only to enter markets where our particular skills or expertise deliver added value to clients, maximizes our potential for success and is intended to minimize unexpected losses or reputational impacts as we seek to grow and diversify.

- *Experience managing growth and diversity*. The experience of our management team in managing our growth and diversification has been important to our success in realizing the benefits and controlling the risks associated with undertaking varying businesses, developing scale and growing in new and existing geographic regions.

- *Business focus on fee income*. Our main business focus is on providing services to our clients rather than engaging in principal activities. While several of our businesses have and expect to continue to undertake principal investments as part of their funds management strategies, our main focus is on generating management fees, not assuming significant principal exposure.

- *Strong capital position.* MBL is regulated as an ADI by APRA and, as a result, is subject to APRA's capital adequacy requirements. As at March 31, 2014, MBL Group had a Common Equity Tier 1 Capital ratio of 9.6%, a Tier 1 Capital ratio of 10.6% and a total capital ratio of 12.6%. MBL Group continues to monitor regulatory and market developments in relation to liquidity and capital management, as discussed below under "Regulation and supervision". For further information on our regulatory capital position as at March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Capital analysis" in this Report.

- *Risk management*. Managing risk is an integral part of our business, and we believe strong prudential management has been key to our success. Where we assume risk, we do so in what we believe to be a calculated and controlled framework. Our risk management framework is described in Note 38 to our 2014 annual financial statements and in the "Risk Management Report" in the extracts from the 2014 Annual Report of MGL incorporated by reference herein. While our approach to risk is embedded across all business units, Risk Management manages the key risks applicable to the entire MGL Group along the following principles:

  - *Independence.* Risk Management assesses and monitors risks for the entire MGL Group, is independent of the operating groups and is required to approve all major risk acceptance decisions.

  - *Centralized risk management.* Risk Management's MGL Group-wide responsibilities (including for MBL) enable it to assess risks from the perspective of the entire MGL Group and allow it to apply a consistent approach across all operating areas.

  - *Approval of new business activities.* Operating groups are required to consult with Risk Management before undertaking new businesses or activities, offering new products or entering new markets. Risk Management's responsibility is to identify, quantify and assess the likely risks and establish prudential limits that, where appropriate, are approved by our Executive Committee and Board.

- *Continuous assessment.* Risk Management's responsibilities include the ongoing review of the risks that our businesses are exposed to in order to account for changes in market circumstances and to our operating groups.

- *Frequent monitoring*. Risk Management uses centralized systems to monitor credit and market risks daily and liaise with operating groups and supporting divisions.

Our strategy

Our strategy is to focus on the medium term and is built on: providing services to clients; aligning the interests of shareholders, investors and staff; utilizing what we believe is a conservative approach to risk management; continuing to focus on growth and evolution; diversifying by business and geography; and adapting to change. This approach provides us with the flexibility to enter into new business sectors and regions as opportunities emerge and to expand our existing businesses in selective areas of expertise.

We seek to encourage growth and diversity by allowing strategy to be driven in the individual businesses at the operating level. However, equity, credit, market, liquidity, compliance and operational risks are centrally managed by our centralized Risk Management Group, whose responsibility is to implement appropriate assessment and management policies in respect of these risks throughout MGL Group. MBL applies this existing strategy and risk management framework across MBL Group.

Our business has always evolved and changed to adapt to market conditions. We continually examine investment opportunities and have undertaken a number of strategic acquisitions in response to changing market conditions and opportunities that have been presented to us. See "— Our history and evolution" for further information about our acquisitions in the 2014 fiscal year. We expect to continue to assess strategic acquisition and merger opportunities and other corporate transactions as they arise, along with exploring opportunities for further organic growth in our existing and related businesses as an avenue of growth and diversification for MBL Group in the medium term.

Across our international operations, the strategy focuses on building a global platform in our key areas of expertise, through both acquisitions and organic growth, which we believe will enable us to offer a comprehensive range of MBL products to clients around the world. See "— Our business — Regional activity" below for further information on MBL's performance across its key geographical regions.

Our history and evolution

MBL Group, the predecessor of MGL Group, has its origins as the merchant bank Hill Samuel Australia Limited, created in 1969 as a wholly-owned subsidiary of Hill Samuel & Co. Limited, London. We obtained an Australian banking license as MBL in 1985 and in 1996, MBL was publicly listed on the ASX.

MBL's ordinary shares were listed on ASX from July 29, 1996 until the Restructure in November 2007. Prior to the Restructure, MBL was a widely held ASX-listed public company and engaged in certain investment banking activities through Macquarie Capital. On November 19, 2007, when the Restructure was completed, MBL became an indirect subsidiary of MGL, a new ASX-listed company, and MBL Group transferred most of the assets and businesses of Macquarie Capital, and some less financially significant assets and businesses of the former Equity Markets group (now part of Macquarie Securities) and Treasury & Commodities (now part of Fixed Income, Currencies & Commodities) to the Non-Banking Group. The activities not transferred to the Non-Banking Group upon the Restructure formed part of the Banking Group or MBL. As MGL is the successor to MBL Group's businesses, the historical financial statements of MBL Group reflect the historical results of operation and financial condition of MGL Group's businesses.

Since listing, MBL has diversified its operations by business line and geography through a mix of organic growth and strategic acquisitions, including but not limited to the acquisition of the Bankers' Trust Australia Investment Banking business in the 1999 fiscal year.

In light of opportunities that emerged from the global financial crisis and ensuing market conditions, MBL made a number of strategic acquisitions which complemented existing operations and strengthened its global platform. These included, but were not limited to, the following:

- the acquisition of Constellation Energy in the 2009 fiscal year, which enhanced Fixed Income, Currencies & Commodities' position within the North American natural gas market;

- the acquisition of Blackmont in the 2010 fiscal year, which expanded Banking & Financial Services' wealth management business in Canada and provided Canadian retail distribution capabilities for MBL's product offerings;

- the acquisition of Delaware Investments in the 2010 fiscal year, which enhanced Macquarie Funds' global asset management capability;

- the acquisition of the Ford Credit and GMAC portfolios in the 2010 and 2011 fiscal years, respectively, which enhanced Corporate & Asset Finance's motor vehicle leasing portfolio; and

- the acquisition of the ILFC aircraft operating lease portfolio in the 2011 fiscal year, which enhanced Corporate & Asset Finance's portfolio and the Macquarie Aviation Finance business.

In addition to these strategic acquisitions, organic growth initiatives, particularly in the 2010 and 2011 fiscal years, such as the hiring of individuals and teams with extensive experience in targeted industries, added greater regional depth to key businesses. This allowed many of our businesses to expand their product offerings internationally. For further information on regional growth, see "— Our business — Regional activity" below for further information.

Evolution has played an important role in the growth of MBL Group's businesses and the development of global expertise in key areas. MBL Group intends to continue to evolve its products and services to ensure that it has the appropriate business mix to suit prevailing market conditions and client needs.

Our business

Overview of MBL Group

At March 31, 2014, MBL had total assets of A$139.9 billion and total equity of A$9.5 billion. For the year ended March 31, 2014, our net operating income was A$5.5 billion and profit after tax attributable to ordinary equity holders was A$752 million, with 46% of MBL Group's revenues from external customers derived from regions outside Australia.

The tables below show the relative net operating income and profit contribution of each of our operating groups in the years ended March 31, 2014 and 2013.

Net operating income of MBL Group by operating group for the years ended March 31, 2014 and 2013[1]

	Year ended		
	Mar 14	**Mar 13**	**Movement**
	A$m	**A$m**	**%**
Fixed Income, Currencies & Commodities[2]	1,554	1,127	38
Macquarie Securities[3]	323	159	103
Banking & Financial Services	1,321	1,291	2
Macquarie Funds[4]	1,120	903	24
Corporate & Asset Finance	1,191	1,036	15
Total net operating income from operating groups	**5,509**	**4,516**	22
Corporate[5]	(23)	85	(127)
Total net operating income	**5,486**	**4,601**	19

1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

5 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Profit contribution of MBL Group by operating group for the years ended March 31, 2014 and 2013[1]

	Year ended Mar 14 A$m	Year ended Mar 13 A$m	Movement %
Fixed Income, Currencies & Commodities[2]	643	433	48
Macquarie Securities[3]	18	(59)	131
Banking & Financial Services	261	243	7
Macquarie Funds[4]	472	332	42
Corporate & Asset Finance	816	684	19
Total contribution to profit from operating groups	**2,210**	**1,633**	35
Corporate[5]	(1,458)	(983)	(48)
Net profit after tax	**752**	**650**	16

1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

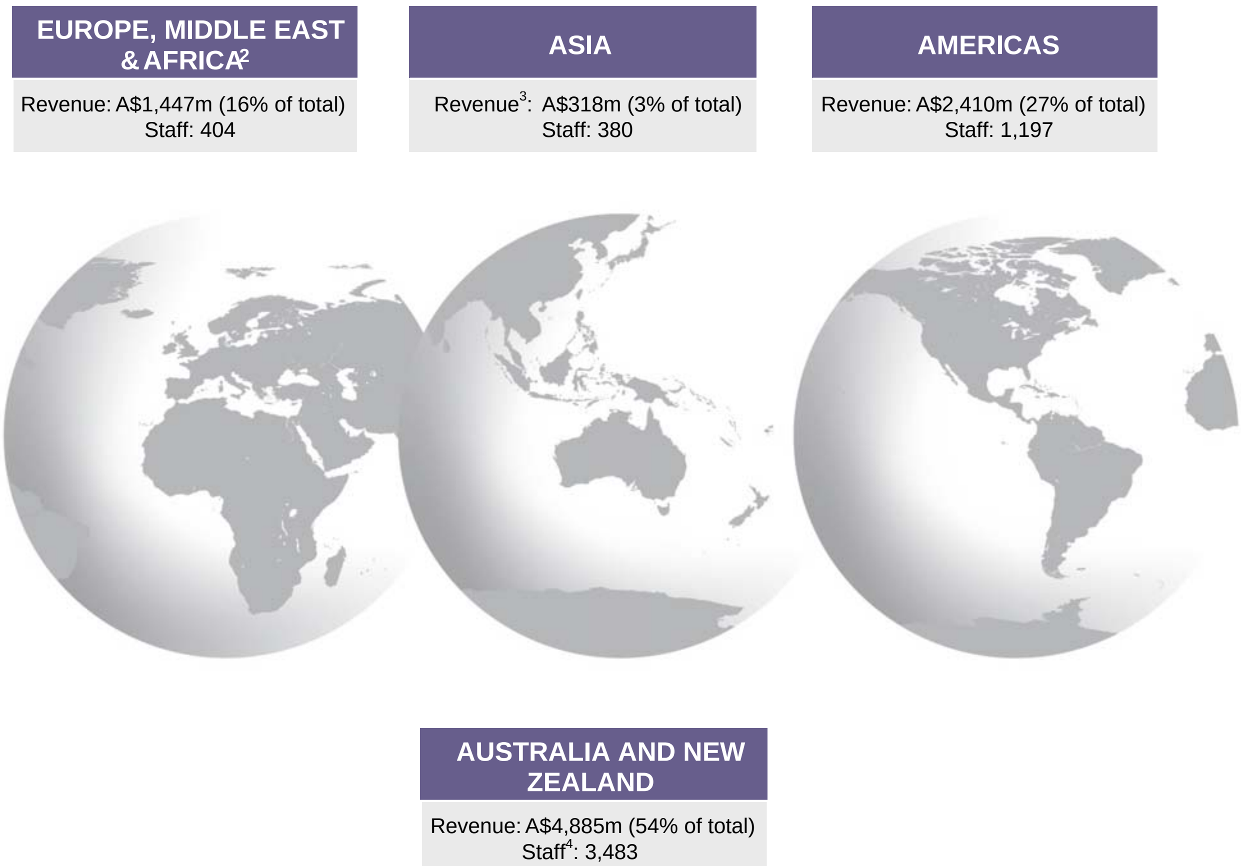
5 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Regional activity

At March 31, 2014, MBL Group employed over 5,400 staff globally and conducted its operations in 21 countries.

The chart below shows MBL Group's revenues from external customers by region in the 2014 fiscal year.

Revenues from external customers of MBL Group[1] by region for the year ended March 31, 2014



---

1 For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

2 Staff seconded to joint venture not included in official headcount (South Africa: Macquarie First South, Moscow: Macquarie Renaissance).

3 Revenue relating to New Zealand included in Asia.

4 Headcount relating to New Zealand included in Australia.

Australia. MBL Group has its origins as the merchant bank Hill Samuel Australia Limited, created in 1969 as a wholly-owned subsidiary of Hill Samuel & Co. Limited, London, and began operations in Sydney in January 1970 with only three staff. As at March 31, 2014, MBL Group employed over 3,400 staff across Australia and New Zealand. In the 2014 fiscal year, Australia contributed A$4.9 billion (54%) of our revenues from external customers as compared to A$4.6 billion (55%) in the 2013 fiscal year.

Americas. MBL Group has been active in the Americas for 20 years, when we established our first office in

New York in 1994, and has grown rapidly over the last several years, principally through acquisitions of Delaware Investments, Blackmont and Constellation Energy, and the growth of our Energy Trading and Credit Trading businesses. As at March 31, 2014, MBL Group employed over 1,100 staff across the United States, Canada and Brazil. In the 2014 fiscal year, the Americas contributed A$2.4 billion (27%) of our revenues from external customers as compared to A$2.1 billion (25%) in the 2013 fiscal year.

Asia. MBL Group has been active in Asia for almost 20 years, when we established our first office in Hong Kong in 1995. As at March 31, 2014, MBL Group employed over 300 staff across China, Hong Kong, India, Indonesia, Japan, South Korea, Malaysia, Singapore and Taiwan. MBL has expanded the regional investment and product platforms of Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division), Corporate & Asset Finance as well as Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities), which had established an Asian regional "hub" in Singapore in the 2011 fiscal year. In the 2014 fiscal year, Asia (including New Zealand) contributed A$318 million (3%) of our revenues from external customers as compared to A$152 million (2%) in the 2013 fiscal year.

Europe, Middle East & Africa. MBL Group has been active in Europe since the late 1980s, in Africa since 2000 and the Middle East since 2005. As at March 31, 2014, MBL Group employed over 400 staff across the United Kingdom, Germany, Austria, Ireland, Switzerland, South Africa and Dubai. In the 2014 fiscal year, Europe, Middle East & Africa contributed A$1.4 billion (16%) of our revenues from external customers as compared to A$1.5 billion (18%) in the 2013 fiscal year.

For further information on our segment reporting, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview" and Note 3 to our 2014 annual financial statements.

Operating groups

Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)

Fixed Income, Currencies & Commodities is primarily in the Banking Group, however, certain assets of the Credit Trading business and some other less financially significant activities are in the Non-Banking Group.

Fixed Income, Currencies & Commodities contributed A$643 million to MBL Group's net profit in the 2014 fiscal year and, as at March 31, 2014, had over 700 staff operating across 13 countries, with locations in Australia, Asia, the Middle East, North and South America, the United Kingdom and Europe. For further information on Fixed Income, Currencies & Commodities' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)" in this Report.

Fixed Income, Currencies & Commodities is a client and counterparty driven business, offering risk management services, trading in select physical commodities, financing and access to markets through specialization in fixed income, currency and commodity markets. Fixed Income, Currencies & Commodities' products and services range from exchange traded futures, over-the-counter derivatives and customized risk management solutions, physical supply and purchase agreements, equity and asset investments and other financing arrangements. Clients are typically large producers or consumers of commodities, or those exposed to price movement risks in interest rates, currencies and commodities, or funds and other financial institutions looking to invest in those markets.

Fixed Income, Currencies & Commodities services its clients via regional hubs located in New York, London, Houston and Singapore. As a primarily client and counterparty driven business, Fixed Income, Currencies & Commodities undertakes market making activities and in doing so, acts as principal in accordance with predetermined limits.

Fixed Income, Currencies & Commodities in MBL Group comprises the following divisions:

Energy Markets. Energy Markets operates in Houston, Calgary, New York, London, Singapore, Jakarta, Seoul, Tokyo, Sydney and Melbourne, providing products and solutions to a broad customer base across the energy sector. Traded energy products include natural gas, liquefied natural gas ("*LNG*"), natural gas liquids ("*NGLs*"), power, crude oil, coal, refined products and carbon emissions. In addition, the division is active across all physical energy products, including natural gas, power, LNG, oil, NGLs and coal. Energy Markets also provides storage and transportation services, and commodities based financing. The division provides services to clients and market participants including producers, large industrials, airlines, utilities, wholesale marketers and aggregators. Macquarie Energy was ranked by Platts as the number four physical gas marketer in North America, the highest ranked non-producer in the fourth quarter of 2013.

Fixed Income & Currencies. Fixed Income & Currencies provides currencies and fixed income trading and hedging services to a range of corporate and institutional clients globally, operating from Sydney, Melbourne, Singapore, Tokyo, Hong Kong, London and New York. The division offers 24-hour price making in all major currency pairs as well as offers structured solutions and risk management hedging services. Additionally, the division offers retail and wholesale currency delivery and technology platforms. In fixed income markets, Fixed Income & Currencies arranges and places primary debt for clients and provides secondary market liquidity in Australian government, semi-government fixed income and inflation linked bond markets, as well as issuance activities and interest rate risk management services via structured solutions and derivative based products.

Futures. Futures provides a full range of execution and clearing services to corporate and institutional clients, providing access to most major exchanges globally. Futures also provides futures services to other divisions within Fixed Income, Currencies & Commodities and other affiliates within MGL. Futures offers trade execution (electronic and via desk based brokers) and clearing services and makes extensive use of proprietary technology to provide clients with customized solutions for global market access, order management, consolidated clearing and enhanced customer specific reporting. The division is a leading provider of these services in the Australian market and a growing participant in North America, Europe and Asia. Futures operates from offices in Sydney, Melbourne, Brisbane, London, New York, Chicago, Montreal, Hong Kong, Singapore and Mumbai.

Metals & Agriculture Sales and Trading. Metals & Agriculture Sales and Trading has staff in London, Geneva, New York, Des Moines, Sao Paulo, Ribeirao Preto, Singapore, Hong Kong, Tokyo and Sydney providing corporate and institutional clients with trading, risk management and selected physical supply solutions. Metals related risk management trading and hedging services are provided via 24-hour trading and price-making services in industrial metals, bulk metals and precious metals. The agricultural offering includes sugar, coffee, cocoa, grains and oilseeds, cotton, fertilizer, meat and livestock, dairy, pulp and paper, palm oil, rubber and ethanol. Dry freight services include bespoke risk management solutions to ship owners, charterers and operators across all major vessel sizes. The division also includes a Commodity Investor Products business which offers commodity-based index products to institutional investors globally. MBL is an Associate Broker Clearing Member of the London Metal Exchange and a Clearing Member of the London Clearing House.

Metals and Energy Capital. Metals and Energy Capital operates in Sydney, Perth, London, Houston, Calgary, Toronto and Vancouver providing debt financing, equity capital and price risk management to producers across the metals, industrial minerals, bulk commodities and upstream oil and gas sectors globally and, in addition, makes markets in precious metals. Metals and Energy Capital targets opportunities in the US$5 million to US$150 million range and provides a wide range of equity and debt facilities at the corporate and project level. The division includes in-house industry experts, such as geologists, petroleum and mining engineers. MBL is an Ordinary Member of the London Bullion Market Association.

Central. Central serves as an incubator for various non-division specific or early stage or cross-divisional initiatives as well as housing various Fixed Income, Currencies & Commodities-wide services including:

- Structured Commodity Finance, which offers services across agriculture, energy and metals including revolving, working capital facilities secured by exchange traded commodities and also provides repurchase-style physical transactions. Additionally, Structured Commodity Finance provides mezzanine debt, structured facilities or transactions in conjunction with other Fixed Income, Currencies & Commodities divisions;

- Cross-product sales teams, which cover Brazil and Latin America, Eastern Europe and the Commonwealth of Independent States, the Middle East, North Africa and South Korea. The teams specialize in a particular country or region and support all Fixed Income, Currencies & Commodities product lines in that specific geography;

- Structured Global Markets, which comprises cross-border activity, local market structuring, trade solutions and global secured financing;

- Private & Structured Finance in Asia and Australia;

- new jurisdictions and branch initiatives; and

- joint-venture and alliances.

Recent developments

There were no significant developments for Fixed Income, Currencies & Commodities during the 2014 fiscal year.

Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)

Macquarie Securities operates businesses both in the Banking Group and Non-Banking Group. The Banking Group's activities are discussed in detail below. The Cash division's activities, which include cash equities broking and equity capital markets services, operate in both the Banking Group (in respect of the Cash division's activities in Hong Kong) and the Non-Banking Group (in respect of the Cash division's activities in jurisdictions other than Hong Kong). Generally, the Derivatives division's activities, which include sales of retail derivatives, arbitrage trading, equity finance and capital management are in the Banking Group, however, certain of these activities form part of the Non-Banking Group in certain jurisdictions due to local regulation. Effective February 24, 2014, Macquarie Securities transferred its Australian based clearing and settlement activities for cash equities and exchange traded options from the Non-Banking Group to the Banking Group.

Macquarie Securities contributed A$18 million to MBL Group's net profit in the 2014 fiscal year and, as at March 31, 2014, had over 100 staff operating across Australia, Hong Kong, India, Singapore, the United Kingdom and the United States. For further information on Macquarie Securities' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)" in this Report.

Macquarie Securities in MBL Group comprises the following two divisions:

Cash. The Cash division is a full-service institutional cash equities broker in the Asia Pacific region. It provides equity capital markets products and services through a joint venture with Macquarie Capital. The Cash division forms part of the Non-Banking Group (except in respect of the Cash division's activities in Hong Kong and its Australian based clearing and settlement activities for cash equities and exchange traded options, each of which form part of the Banking Group).

Derivatives. The Derivatives division combines MBL Group's retail derivatives and arbitrage trading activities, including sales of retail derivatives, arbitrage trading, equity finance and capital management. The Derivatives division predominantly forms part of the Banking Group.

Recent developments

During the 2014 fiscal year, Macquarie Securities ceased issuing new equity-linked warrants in South Korea as a result of regulation being enacted in South Korea which MBL Group believes had the effect of making the market commercially unviable. Macquarie Securities expects to continue to run a structured products business in South Korea and retain a presence and profile in the South Korean market.

Banking & Financial Services

Banking & Financial Services is in the Banking Group and comprises MBL Group's retail banking and financial services businesses, providing a diverse range of personal banking, wealth management and business banking products and services to retail customers, advisers, brokers and business clients.

Banking & Financial Services contributed A$261 million to MBL Group's net profit in the 2014 fiscal year and, as at March 31, 2014, had approximately 2,400 staff operating predominantly in Australia.

During the 2014 fiscal year, Banking & Financial Services underwent a reorganization and now comprises the following three divisions:

Personal Banking. Personal Banking provides retail financial products such as mortgages, credit cards and deposits and serves clients through mortgage intermediary relationships and white-label arrangements, as well as Macquarie-branded offerings.

Wealth Management. Wealth Management provides superannuation and insurance products, as well as stockbroking, financial advice, private banking, cash management and Macquarie Wrap platform services through institutional relationships, a virtual adviser network and direct relationships with clients.

Business Banking. Business Banking provides a full range of deposit, lending and payment solutions to business clients.

Banking & Financial Services' Australian mortgages business has grown from A$11.6 billion at March 31, 2013 to A$17.0 billion at March 31, 2014. The Macquarie Wrap administration platform funds under administration has grown from A$25.1 billion at March 31, 2013 to A$37.7 billion at March 31, 2014. In addition, Macquarie Life insurance inforce premiums have grown from A$155 million at March 31, 2013 to A$190 million at March 31, 2014.

Retail cash deposits have grown from A$31.0 billion at March 31, 2013 to A$33.3 billion at March 31, 2014. This was primarily due to increased Macquarie Cash Management Account deposits and at call deposits.

For further information on Banking & Financial Services' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Banking & Financial Services" in this Report.

Recent developments

In April 2013, Banking & Financial Services completed the migration of Perpetual's A$7.6 billion private wealth administration platform onto the Macquarie Wrap platform.

In October 2013, Banking & Financial Services completed the sale of its 19.9% stake in OzForex via an initial public offering.

In November 2013, Banking & Financial Services completed the sale of Macquarie Private Wealth Canada to Richardson GMP, as well as the sale of its 50% holding in the Religare-Macquarie Private Wealth joint venture in India to its joint venture partner.

In November 2013, Banking & Financial Services acquired a 25% strategic stake in Connective Broker Services Pty Ltd, an Australian mortgage aggregator, expanding Banking & Financial Services' investment in the intermediary space.

In February 2014, Banking & Financial Services completed the integration of GE Capital's Pacific Premium Funding business with its existing premium funding operations and created Macquarie Pacific Funding.

During the 2014 fiscal year, Banking & Financial Services entered a significant multi-year investment phase, focusing on its information technology systems and digital presence to enhance its retail banking offering to clients and drive internal efficiencies. Banking & Financial Services is also focused on regulatory requirements to ensure its businesses continue to operate effectively in the changing financial services environment.

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

Macquarie Funds operates businesses in both the Banking Group and the Non-Banking Group. In the Banking Group, Macquarie Funds offers a diverse range of capabilities and products including securities investment management and fund and equity-based solutions. In the Non-Banking Group, Macquarie Funds manages alternative assets, specializing in infrastructure, energy, real estate and agriculture via public and private funds, co-investments, partnerships and separately managed accounts. With a strong client focus, disciplined investment processes and success in product innovation, Macquarie Funds has built a reputation as a leading provider of investment solutions.

Macquarie Funds contributed A$472 million to MBL Group's profit in the 2014 fiscal year and, as at March 31, 2014, had over 1,000 staff operating across 9 countries across Australia, the Americas, Europe and Asia.

As at March 31, 2014, Macquarie Funds had Assets under Management of A$312.0 billion. For further information on Macquarie Funds' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)" in this Report. For further information on Macquarie Funds' Assets under Management, see "— Funds management business — Assets under Management" in this Report.

Macquarie Funds operates across the following three divisions: Macquarie Investment Management and Macquarie Specialised Investment Solutions, which form part of the Banking Group, and Macquarie Infrastructure and Real Assets, which forms part of the Non-Banking Group. Further details of each division within the Banking Group are contained below:

Macquarie Investment Management. Macquarie Investment Management offers securities investment management capabilities across a number of asset classes including fixed interest, currencies, equities, infrastructure securities and multi-asset allocation solutions. It delivers a full-service offering to both retail and institutional clients in Australia and the United States, with selective offerings in other regions. Macquarie Investment Management also partners with select specialist investment managers through its Macquarie Professional Series range of funds.

Macquarie Specialised Investment Solutions. Macquarie Specialised Investment Solutions manufactures and distributes a range of tailored investment solutions over funds and listed equities including fund-linked products, capital protected investments, a hedge fund incubation platform, infrastructure debt funds management, restructuring solutions and agricultural investment solutions.

Recent developments

In the Banking Group, Macquarie Funds launched a number of new products, continued to strengthen the global distribution team, realized the first hedge fund seeded in the fund incubation business and continued to grow the infrastructure debt management business. In addition, Macquarie Funds completed the acquisition of ING Investment Management Korea, a leading asset manager in South Korea, with assets under management of A$24.0 billion as at the acquisition date. The acquisition, which was completed in December 2013, is expected to strengthen Macquarie Funds' presence in Asia and is expected to complement its existing operations in South Korea. On May 1, 2014, Macquarie Funds announced the creation of the "Jackson Square Partners" joint venture with the Delaware Global Growth Team. In May 2014, Macquarie Funds also announced the sale of the Macquarie Investment Management Private Markets business, which is expected to be completed by early June 2014.

Corporate & Asset Finance

Corporate & Asset Finance provides innovative and traditional capital, finance and related services to clients operating in selected international markets. Corporate & Asset Finance specializes in corporate debt and asset finance across aircraft, motor vehicles, technology, healthcare, manufacturing, industrial, energy, rail and mining equipment.

Corporate & Asset Finance contributed A$816 million to MBL Group's profit in the 2014 fiscal year and, as at March 31, 2014, had over 1,000 staff operating across 14 countries, including Australia, New Zealand, South Korea, the United States and the United Kingdom. For further information on Corporate & Asset Finance's results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Corporate & Asset Finance" in this Report.

At March 31, 2014, Corporate & Asset Finance managed lease and loan assets of A$25.3 billion, which represents an increase of 14% from A$22.2 billion at March 31, 2013. The asset finance portfolio of A$16.4 billion increased 15% from A$14.3 billion at March 31, 2013. Excluding the impact of foreign exchange movements, the asset finance portfolio increased 8%, driven largely by the performance of the motor vehicle and equipment finance businesses. The loan portfolio of A$9.0 billion at March 31, 2014 increased 14% from A$7.9 billion at March 31, 2013, primarily due to foreign exchange movements.

Corporate & Asset Finance comprises the following seven businesses:

Macquarie AirFinance. Macquarie AirFinance provides operating leases and other financial products across multiple aviation asset types, including the aircraft portfolio that was acquired from ILFC during the 2011 fiscal year.

Macquarie Equipment Finance. Macquarie Equipment Finance is a global business providing specialist equipment finance and services solutions for a broad range of equipment types, including healthcare, technology, communications, materials handling, manufacturing and related equipment. Macquarie Equipment Finance provides these services directly to large customers through vendor finance solutions developed for equipment manufacturers and resellers, and with other financial services partners.

Macquarie Leasing. Macquarie Leasing provides finance leases to small to medium enterprises, corporate, government and retail clients in Australia. Macquarie Leasing offers products including finance leases, novated lease agreements and commercial hire purchases for motor vehicles and other income producing plant and equipment. The business provides floor plan finance to Australian motor vehicle manufacturers and also has a presence in the United Kingdom.

Macquarie Lending. Macquarie Lending is Corporate & Asset Finance's corporate and real estate lending business. It provides primary financing to clients weighted towards bespoke lending. The business is also a niche acquirer of loans and other credit assets in secondary markets on an opportunistic basis. With global capability in corporate and real estate credit investing and lending, the team operates through offices in London, New York, Chicago and Sydney.

Macquarie Energy Leasing. Macquarie Energy Leasing owns an electricity and gas metering portfolio in the United Kingdom. The portfolio comprises traditional 'mechanical' meters and newer 'Smart' electronic meters.

Clients are major United Kingdom energy providers. Macquarie Energy Leasing also started financing commercial solar energy in Australia during the 2014 fiscal year.

Macquarie Rail. Macquarie Rail offers operating lease financing for customers requiring passenger, locomotive and freight assets in Europe and freight cars in North America. In addition, Macquarie Rail offers portfolio sale and leaseback, and portfolio acquisition services. The business has recently expanded into the European market through its acquisition of a European rail leasing platform.

Macquarie Global Mining Equipment Finance. Macquarie Global Mining Equipment Finance provides finance for mining equipment through finance and operating leases and secured lending. This covers a range of surface and underground mobile mining equipment such as haul trucks, excavators and diggers. The team operates globally and its clients include miners, contract miners and rental companies. This business also complements MBL's existing capabilities in resources mergers and acquisitions and commodity hedging and trading.

Recent developments

During the 2014 fiscal year, Corporate & Asset Finance extended its aircraft leasing activities into helicopters through Macquarie Rotorcraft Leasing and continued to expand the mining equipment finance business.

The energy leasing business continued to grow its smart meter portfolio in the United Kingdom, and entered the commercial solar energy market in Australia.

In addition, there was ongoing growth of motor vehicle and equipment finance programs. Securitization activity was maintained during the 2014 fiscal year, with A$2.9 billion of motor vehicle and equipment leases and loans securitized during the period. Approximately A$12.8 billion of external funding from global securitization markets and warehouse facilities has been accessed since 2007.

During the 2014 fiscal year, there were A$3.8 billion of portfolio additions in corporate and real estate lending across new primary financings and secondary market acquisitions.

Corporate

The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, share based payments expense, income tax expense, amounts attributable to non-controlling interests and internal management accounting adjustments and charges. In addition, during the 2013 fiscal year, the legacy assets of the former Real Estate Banking division were transferred to the Corporate segment.

Corporate contributed a net loss of A$1.4 billion in the 2014 fiscal year.

For further information on Corporate's results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Corporate" in this Report.

Funds management business

In the Banking Group, Macquarie Funds manages a range of funds including traditional retail and wholesale funds and provides investment management services to funds and institutional investors. See "— Operating groups — Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)" above for further information.

Assets under Management provides a measure of the scale of MBL Group's funds management activities across our operating groups in the Banking Group, which is discussed in "— Assets under Management" section below.

Assets under Management

MBL Group had an aggregate of A$314.1 billion of Assets under Management as at March 31, 2014, from which it derived an aggregate of A$797 million of funds management base fees for the year ended March 31, 2014.

The table below illustrates MBL Group's Assets under Management by operating group, region and type as at March 31, 2014 and March 31, 2013.

Assets under Management by operating group, region and type as at March 31, 2014 and 2013

	As at		
	Mar 14	**Mar 13**	**Movement[2]**
	A$b	**A$b**	**%**
Assets under Management			
Macquarie Investment Management	310.5	239.3	30
Macquarie Specialised Investment Solutions	1.5	1.9	(21)
Other Macquarie Funds	–	5.8	(100)
Total Macquarie Funds[1]	312.0	247.0	26
Other operating groups	2.1	3.9	(46)
Total Assets under Management	**314.1**	**250.9**	25
Assets under Management by region			
Americas	206.8	179.7	15
Europe, Middle East and Africa	13.5	11.1	22
Australia	63.9	54.6	17
Asia	29.9	5.5	*
Total Assets under Management	**314.1**	**250.9**	25
Assets under Management by type			
Fixed income	174.3	138.7	26
Equities	99.1	75.2	32
Cash	16.7	17.5	(5)
Direct real estate	–	5.8	(100)
Currency	8.1	4.6	76
Alternatives	5.1	3.0	70
Multi-asset allocation solutions	9.4	3.9	141
Specialist investments	1.5	2.2	(32)
Direct infrastructure	–	–	–
Total Assets under Management	**314.1**	**250.9**	25

1 Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

Assets under Management at March 31, 2014 were A$314.1 billion, a 25% increase from A$250.9 billion at March 31, 2013. The overall net increase in Assets under Management was mainly due to the acquisition of ING Investment Management Korea in December 2013, the favorable impact of the depreciation of the Australian dollar, and market movements across Macquarie Funds.

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

Macquarie Funds' Assets under Management increased 26% to A$312.0 billion at March 31, 2014 from A$247.0 billion at March 31, 2013. This was mainly due to the acquisition of ING Investment Management Korea in December 2013, the favorable impact of the depreciation of the Australian dollar, and market movements. Macquarie Investment Management's Assets under Management increased by 30% to A$310.5 billion at March 31, 2014 from A$239.3 billion at March 31, 2013. This was primarily due to the acquisition of ING Investment

Management Korea in December 2013, the favorable impact of the depreciation of the Australian dollar since March 31, 2013, positive market and valuation movements and positive net flows. Other Macquarie Funds' Assets under Management decreased by 100% to A$nil billion at March 31, 2014 from A$5.8 billion at March 31, 2013.

For further information on Macquarie Funds' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment analysis — Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)" in this Report.

Other operating groups

Assets under Management from other operating groups decreased 46% to A$2.1 billion at March 31, 2014 from A$3.9 billion at March 31, 2013. Assets under Management from other operating groups represented less than 1% of MBL's Assets under Management and was related entirely to Banking & Financial Services.

For further information on Banking & Financial Services' results of operation and financial condition for the year ended March 31, 2014, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013 — Segment overview —Banking & Financial Services" in this Report.

MBL Group's income from funds management is mainly derived from funds management fees. Funds management fee income includes base fees, which are ongoing fees generated from funds management activities, and performance fees, which are earned when the funds outperform pre-determined benchmarks. For listed funds, incentive income is earned for outperformance of a benchmark rate of return. For Macquarie Infrastructure and Real Assets' funds, the incentive income is typically 20% of any outperformance. In general, if the return of a listed fund is less than the benchmark in any period, the amount of the deficit is carried forward in the calculation of the performance fee for subsequent periods. For unlisted funds, incentive income is earned for outperformance of a pre-determined internal rate of return. Unlisted performance fees are generally payable upon the occurrence of a "liquidity event", such as the conclusion of an unlisted fund's investment term where capital is returned to investors following completion of an asset sale or with a fund listing. The timing and quantum of these fees are therefore unpredictable.

Base fees of A$797 million for the year ended March 31, 2014 increased 25% from A$639 million in the prior fiscal year. In Macquarie Funds, base fees increased 26% from A$611 million to A$769 million due to an increase in Assets under Management, up 26% from A$247.0 billion at March 31, 2013 to A$312.0 billion at March 31, 2014, largely due to the acquisition of ING Investment Management Korea in December 2013, the favorable impact of the depreciation of the Australian dollar, and market movements. During the year ended March 31, 2014, performance fees of A$56 million for MBL Group increased 124% from A$25 million in the prior fiscal year. This was primarily due to performance fees earned from Quant Hedge Funds and various equities and fixed income funds outperforming their respective benchmarks.

For further detail on MBL Group's income from funds management, see "Management's discussion and analysis of results of operation and financial condition — Year ended March 31, 2014 compared to year ended March 31, 2013— Results analysis — Fee and commission income — Base and performance fees" in this Report.

Legal proceedings and regulatory matters

Legal proceedings

On December 22, 2010, ASIC commenced a legal proceeding in the Federal Court of Australia (the "Court") against a number of banking institutions, including MBL, alleging that there was an unregistered managed investment scheme operated by Storm Financial Limited ("Storm") in which the relevant banks were involved (the "First Proceeding"). The hearing of the First Proceeding has concluded and MBL is still waiting for the judgment to be delivered. It is unknown when it will be delivered. MBL does not believe that the outcome of the First Proceeding will have any material effect on our financial position. Representative legal action (the "Second

Proceeding"), which alleged the existence of an unregistered managed investment scheme involving Storm on a similar basis to ASIC's action, breach of contract, contravention of the statutory prohibitions against unconscionable conduct and liability as a linked credit provider of Storm under Section 73 of the Trade Practices Act 1974 of Australia, settled with court approval in December 2013. There was no appeal from this approval.

MBL has denied, and continues to deny, liability with respect to the claims made in the First Proceeding.

Revenue authorities undertake risk reviews and audits as part of their normal activities. We have assessed those matters which have been identified in such reviews and audits as well as other taxation claims and litigation, including seeking advice where appropriate, and consider that MBL Group currently holds appropriate provisions.

We have contingent liabilities in respect of actual and potential claims and proceedings that have not been determined. An assessment of likely losses is made on a case-by-case basis for the purposes of our financial statements and specific provisions that we consider appropriate are made, as described in Note 34 to our 2014 annual financial statements. We do not believe that the outcome of any such liabilities, either individually or in the aggregate, are likely to have a material effect on our operations or financial condition.

Competition

The financial services industry and all of our businesses are intensely competitive, and we expect them to remain so. See "Risk factors — Competitive pressure, both in the financial services industry as well as in the other industries in which we operate, could adversely impact our business and results of operation". We compete, both in Australia and internationally, with asset managers, retail and commercial banks, non-bank mortgage brokers, private banking firms, investment banking firms and brokerage firms.

In Australia, we face significant competition from the four major Australian commercial banks, international banks, regional commercial banks, building societies, brokerage firms, private equity firms, mortgage repackagers and other financial intermediaries. In recent years, competition has increased as international banks have established an Australian presence, large insurance and banking industry participants have sought to establish themselves in markets that are perceived to offer higher growth potential, and as local institutions have become more sophisticated and competitive and have sought alliances, mergers or strategic relationships.

The international trend towards consolidation and strategic alliances, has significantly increased the capital base and geographic reach of some of our competitors. This trend has also hastened the globalization of the securities and financial services markets. To take advantage of some of our recent strategic acquisitions and organic growth opportunities, we will need to compete successfully with financial institutions that are larger and that may have a stronger local presence and longer operating history outside of Australia.

In North America, Europe and Asia, the principal markets in which we operate outside Australia, we compete with commercial banks, investment banking and brokerage firms, private equity firms, large fund managers, integrated energy companies and other broad-based financial services firms that have historically offered a broad range of products to enhance their competitive position. See "Risk factors — Competitive pressure, both in the financial services industry as well as in the other industries in which we operate, could adversely impact our business and results of operation".

In other overseas markets where we offer limited products and services, we face the challenge of competing with firms that offer a broader range of services than we do, are better known or have a broader platform or more financial, capital, employee or other resources. In an attempt to overcome these barriers, MBL Group or MGL Group, where appropriate, has established alliances with local providers in a number of international markets in an attempt to benefit from the market strength of an existing player.

We also face intense competition in attracting and retaining qualified employees. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees and to continue to compensate employees competitively amid intense public and regulatory scrutiny on the employee remuneration practices of financial institutions. See "Risk factors — Our ability to retain and attract qualified employees is critical to the success of our business and the failure to do so may materially adversely affect our performance" and "Regulation and supervision — Remuneration — Extensions to governance requirements for APRA-regulated institutions" for more information on the regulation of our remuneration practices.

REGULATION AND SUPERVISION

Australia

In Australia, the principal regulators that supervise and regulate our activities are the Australian Prudential Regulation Authority ("*APRA*"), the Reserve Bank of Australia ("*RBA*"), the Australian Securities and Investments Commission ("*ASIC*"), ASX Limited (as the operator of the Australian Securities Exchange ("*ASX*") market), Australian Securities Exchange Limited (as the operator of the ASX24 (formerly known as the Sydney Futures Exchange) market), the Australian Competition and Consumer Commission ("*ACCC*") and the Australian Transaction Reports and Analysis Centre ("*AUSTRAC*").

Set out below is a summary of certain key Australian legislative provisions that are applicable to our operations, and a summary of the functions of each of the principal regulators.

APRA

APRA is the prudential regulator of the Australian financial services industry. APRA establishes and enforces prudential standards and practices designed to ensure that, under all reasonable circumstances, financial promises made by institutions under APRA's supervision are met within a stable, efficient and competitive financial system. MBL is an ADI, and MGL is a NOHC, under the Australian Banking Act and, as such, each is subject to prudential regulation and supervision by APRA. MBL and MGL have corporate governance and policy frameworks designed to meet APRA's requirements for ADIs and NOHCs, respectively.

The Australian Banking Act confers wide powers on APRA which are to be exercised ultimately for the protection of depositors of ADIs in Australia and for the promotion of financial system stability in Australia.

In its supervision of ADIs, APRA focuses on capital adequacy, liquidity, market risk, credit risk, operational risk, associations with related entities, large exposures to unrelated entities and funds management, securitization and covered bonds activities and governance. APRA discharges its responsibilities by requiring ADIs to regularly provide it with reports which set forth a broad range of information, including financial and statistical information relating to their financial position and information in respect of prudential and other matters. This information is not generally available to investors. APRA may also exercise certain investigative powers if an ADI fails to provide information about its financial stability or becomes unable to meet its obligations. In carrying out its supervisory role, APRA supplements its analysis of statistical data collected from ADIs with selective "on site" visits and formal meetings with the ADIs' senior management and external auditors. The external auditors provide additional assurance to APRA that prudential standards applicable to ADIs are being observed, statistical and financial data provided by ADIs to APRA are reliable, and that statutory and other banking requirements are being met. External auditors are also required to undertake targeted reviews of specific risk management areas as requested by APRA. APRA may also exercise certain investigative powers if an ADI fails to provide information about its financial stability or becomes unable to meet its obligations.

APRA is also responsible for the prudential regulation and supervision of life and general insurance companies and superannuation funds ultimately for the benefit of policyholders and superannuation fund beneficiaries. MGL Group's life insurance and funds management businesses are subject to and impacted by those regulations which, among other things, regulate the operation and capital adequacy standards of statutory funds for the life insurance business and provide for the licensing of trustees of superannuation funds.

APRA's prudential supervision – Capital adequacy

APRA's approach to the assessment of an ADI's capital adequacy is based on the risk-based capital adequacy framework set out in the Basel Committee on Banking Supervisions' ("*Basel Committee*") publications, "*International Convergence of Capital Measurement and Capital Standards a Revised Framework*" ("*Basel II*"), revised in June 2006 and "*A global regulatory framework for more resilient banks and banking systems*" ("*Basel III*"), released in December 2010 and revised in June 2011. APRA's implementation of the Basel III capital framework began on January 1, 2013 with four prudential standards implementing the Basel III capital reforms in

Australia coming into effect. It is expected that other prudential and reporting standards incorporating other elements of the Basel III capital reforms will be released during the course of 2014.

Consistent with Basel III, APRA's present approach provides for a quantitative measure of an ADI's capital adequacy and focuses on matters including: (i) the credit risk associated with an ADI's on-balance sheet and off-balance sheet exposures; (ii) the operational risk associated with an ADI's banking activities; (iii) the market risk arising from an ADI's trading activities; (iv) the risk associated with securitization; and (v) the amount, form and quality of capital held by an ADI to act as a buffer against these and other exposures.

Under its Prudential Standard APS 111 – Capital Adequacy: Measurement of Capital ("*APS 111*"), APRA requires that an ADI maintains a certain amount of regulatory capital. An ADI's regulatory capital is assessed by APRA in two tiers: (1) Tier 1 Capital (going concern capital), which comprises an ADI's Common Equity Tier 1 Capital and Additional Tier 1 Capital; and (2) Tier 2 Capital (gone concern capital), in each case, less any prescribed regulatory adjustments (where applicable). Common Equity Tier 1 Capital comprises the highest quality components of capital that: (i) provide a permanent and unrestricted commitment of funds; (ii) are freely available to absorb losses; (iii) do not impose any unavoidable servicing charge against earnings; and (iv) rank behind the claims of depositors and other creditors in the event of a winding-up of the ADI. Additional Tier 1 Capital comprises high quality components of capital that meet the requirements described in (i), (ii) and (iv) above, and also provide for fully discretionary capital distributions. Tier 2 Capital includes other components of capital that, to varying degrees, fall short of the quality of Tier 1 Capital but nonetheless contribute to the overall strength of an ADI and its capacity to absorb losses. An ADI's regulatory capital base (the numerator of the capital ratio) is defined for the purposes of APS 111 as the sum of eligible Tier 1 Capital and Tier 2 Capital ("*total capital*").

Under its Prudential Standard *APS 110 – Capital Adequacy* ("*APS 110*"), APRA requires all ADIs to, at all times, maintain the following minimum prudential capital ratios (as measured against total risk-weighted assets): (i) a Common Equity Tier 1 Capital ratio of 4.5%; (ii) a Tier 1 Capital ratio of 6.0%; and (iii) a Total Capital (being the sum of all Tier 1 Capital and Tier 2 Capital) ratio of 8.0%. APRA may also require an ADI to hold prudential capital above these levels if it so determines and may change these levels at any time. As at March 31, 2014, MBL and MGL are fully compliant with all prudential capital requirements that are applicable to them.

Pursuant to APS 110, APRA also requires ADIs to, from January 1, 2016, hold a capital conservation buffer above the prudential capital requirement for the Common Equity Tier 1 Capital. The capital conservation buffer is 2.5% of the ADI's total risk-weighted assets unless determined otherwise by APRA. APS 110 provides that the Common Equity Tier 1 Capital plus the capital conservation determined by APRA should be no less than 7.0% of the ADI's total risk-weighted assets. It is currently not possible to predict with absolute certainty whether MBL will meet this requirement and MBL continues to monitor its prudential capital to ensure that it will be well-positioned to meet these upcoming requirements when they come into effect. As at March 31, 2014, the Common Equity Tier 1 Capital ratio for MBL Group (on a Level 2 basis) was 9.6%, which is in compliance with the levels required by APS 110.

From January 1, 2016, APRA may, by notice in writing to all ADIs, require them to hold additional Common Equity Tier 1 Capital of between zero and 2.5% of total risk-weighted assets, as a countercyclical capital buffer. It is currently not possible to predict whether APRA will require ADIs to hold a countercyclical capital buffer but any such decision of APRA to do so must be notified by APRA to all ADIs 12 months prior to coming into effect.

APRA has stipulated a capital adequacy framework that applies to MBL as an ADI and MGL as a NOHC. In the case of MGL Group, this framework is set out in MGL's NOHC Authority. Pillar 3 Disclosure Documents setting out the qualitative and quantitative disclosures of risk management practices and capital adequacy required to be published by MBL Group in accordance with the APRA's Prudential Standard *APS 330 - Capital Adequacy: Public Disclosure of Prudential Information* ("*APS 330*") are posted on MBL's U.S. Investors' Website. Measurement of capital adequacy and MBL's economic capital model is more fully described in Section 4 of the MBL Pillar 3 Disclosure Document for the half year ended September 30, 2013 and Section 2.0 of the MBL Pillar 3 Disclosure Document for the quarter ended December 31, 2013. APRA has advised that it will monitor the overall MGL Group and may increase the prudential requirements it applies to MBL if the activities of MGL Group place financial strain on MBL.

APRA's prudential supervision – Liquidity

Under APRA's Prudential Standard APS 210: Liquidity ("APS 210"), APRA requires ADIs to at all times maintain sufficient liquidity to meet their obligations as they fall due and hold a minimum level of high-quality liquidity assets to survive liquidity stress. APRA also requires ADIs to have a robust liquidity risk management framework to manage their liquidity risk. The ADI's liquidity risk management framework must include, at a minimum: a statement of the ADI's liquidity risk tolerance, a liquidity management strategy, policy statement and funding strategy which, in each case, must be approved by the ADI's board of directors. It must also include a system for identifying, measuring, monitoring and controlling its liquidity risk in accordance with its liquidity risk tolerance and a formal contingency plan for dealing with a liquidity crisis.

MGL models twelve month liquidity scenarios for the MGL Group, the MBL Group and the Non-Banking Group to ensure that sufficient liquidity is available in each part of its business. See "Management's discussion and analysis of results of operation and financial condition — Liquidity" for further information on our liquidity policies and principles.

In December 2013, APRA issued its final prudential standard and practice guides to implement the global liquidity standards issued by the Basel Committee in the Basel III framework. In line with the liquidity standards contained within the Basel III framework, APRA introduced the Liquidity Coverage Ratio ("*LCR*") as part of its liquidity framework.

The LCR requires high-quality liquid assets to be held to cover net cash outflows and provide an adequate buffer under a combined 'idiosyncratic' and market-wide stress scenario lasting 30 calendar days and will come into effect as a requirement from 2015. In its implementation of the LCR, APRA adopted the Basel III rules text in full, with the exception of certain items where APRA has made use of the national discretion allowed by the rules or where APRA has departed from the rules text to reflect circumstances particular to Australia. Items under the first category include not expanding the definition of high-quality liquid assets, different treatment for the cash outflow rate for high run off less stable retail deposits, contingent funding obligations and the method of calculating collateral flows related to the valuation of derivatives. Items under the second category include the treatment of self-managed superannuation funds and recognition of head office liquidity to support Australian branches of foreign banks.

As a consequence of APRA choosing not to expand the definition of high-quality liquid assets, the only assets that would qualify as high-quality liquid assets for the purposes of satisfying the LCR requirement are cash balances held with the RBA and Australian Government and semi-government securities. APRA has acknowledged that the supply of Australian Commonwealth Government and semi-government securities in Australia is relatively limited. To assist ADIs with meeting their LCR requirements, APRA and the RBA have agreed an approach to allow ADIs, if approved by APRA, to establish a committed secured liquidity facility ("*CLF*") with the RBA to cover any shortfall of its holdings of high-quality liquid assets and the LCR requirement in return for a market based commitment fee of 0.15% and an interest rate that is in line with current arrangements for RBA's overnight repurchase facility. Qualifying collateral for the facility will comprise of all assets eligible for repurchase transactions with the RBA under normal market operations and other assets the RBA deems appropriate (including certain related-party assets issued by bankruptcy remote vehicles like self-securitized residential mortgage-backed securities).

On August 8, 2013, APRA released details on its process for determining the appropriate size of the CLF for each ADI. The main steps in the process are: (i) ADIs will be required to apply for inclusion of a CLF for calculation of the ADI's LCR on an annual basis; (ii) ADIs will be required to demonstrate that they have taken "all reasonable steps" towards meeting their LCR requirements through their own balance sheet management, before relying on the CLF; (iii) ADIs must meet relevant qualitative and quantitative liquidity requirements, including having in place a statement of the relevant institution's Board's tolerance for liquidity risk, an appropriately robust liquidity transfer pricing mechanism, and appropriate remuneration arrangements for those executives responsible for the ADI's funding plan and liquidity management. The CLF will only be made available to address an ADI's Australian dollar liquidity needs and the size of the CLF for any particular ADI will be limited to a specified percentage of that ADI's Australian dollar net cash outflow target as agreed to by APRA, plus an allowance of an appropriately sized buffer.

In a letter released on January 30, 2014 to all ADIs subject to the LCR requirement, APRA provided further details on the operation of the CLF. APRA has indicated that it will not generally specify a required CLF collateral mix but instead will employ the following two principles when assessing the suitability of an ADI's CLF collateral mix: (i) the CLF collateral submitted by an ADI has an appropriate degree of diversification; and (ii) the need for liquid markets in debt securities be balanced against the dangers of exacerbating interconnectedness. In addition, APRA also indicated that it will request ADIs to submit formal CLF applications by May 30, 2014 in order to determine the size of an ADI's CLF that will apply for the 2015 calendar year and advised that it plans to agree the size of each ADI's CLF by September 30, 2014.

In addition to implementing the LCR, APRA announced that it plans to introduce the Net Stable Funding Ratio into its liquidity framework from January 1, 2018. The NSFR is a 12 month structural funding metric, requiring that 'available stable funding' is sufficient to cover 'required stable funding', where 'stable' funding has an actual or assumed maturity of greater than 12 months. In addition, APRA has also announced its proposal to introduce a specific required stable funding factor for assets held by ADIs as collateral for their CLF. This will approximate the factor that would apply if adequate supplies of high-quality liquid assets were available in Australia. MBL currently expects that it will meet the requirements of the NSFR. However, final details of the NSFR have not yet been released.

APRA's prudential supervision - Counterparty credit risk

In September 2012, APRA released its final prudential standards on its implementation of the Basel III reforms to the capital framework for counterparty credit risk and other credit exposures which came into effect on January 1, 2013. Under its prudential standard, APRA extended its existing capital framework for counterparty credit risk in bilateral transactions to be the sum of the existing counterparty credit default component that applies under its existing prudential standards and a risk capital Credit Value Adjustment ("*CVA*") risk capital charge introduced as part of the Basel III reforms. The CVA risk capital charge is intended to cover the risk of mark-to-market losses on the expected counterparty credit risk arising from bilateral OTC derivatives. In January 2013, APRA also adopted Basel III reforms on capital charges for exposure to central counterparties arising from over the counter derivatives, exchange traded derivatives and securities financing transactions. These prudential standards require MBL to hold more capital for its counterparty credit risk exposures and other credit exposures.

APRA's prudential supervision - Capital requirements for the supervision of conglomerates

In December 2012 and May 2013, APRA released two consultation packages on its revised requirements for the supervision of conglomerate groups ("*Level 3 groups*"), which includes the MGL Group. APRA has indicated that its proposed Level 3 group framework is intended to meet the principles set out in the Joint Forum's "*Principles for the Supervision of Financial Conglomerates*" published in September 2012 and consists of four components: group governance, risk exposures, risk management and capital adequacy. The proposed overarching requirements of the framework are as follows: (i) a Level 3 group must have a robust governance framework that is applied appropriately throughout the group; (ii) the intra-group exposures and external aggregate exposures of a Level 3 group must be transparent and prudently managed; (iii) a Level 3 group must have an effective group-wide risk management framework in place; and (iv) a Level 3 group must have sufficient capital to support the risks of the entire group, including material risks that arise from non-APRA-regulated activities.

APRA originally planned to publish prior to December 31, 2013 the final Level 3 prudential standards and release for consultation a set of prudential practice guides and consequential amendments to other prudential standards that give effect to the Level 3 framework. However this has been delayed and APRA has not provided a revised date for publication. In addition, APRA has not advised whether the effective date of January 1, 2015 for the Level 3 prudential standards will be deferred as a result of the delay. It is not possible, at this stage, to predict the final impact of the reforms that will be adopted by APRA and, in particular, their impact on the capital structure or businesses of the MGL Group.

Basel Committee requirements for loss absorbency at the point of non-viability

On January 13, 2011, the Basel Committee issued the minimum requirements to ensure loss absorbency at the point of non-viability. These requirements enhance the entry criteria of regulatory capital to ensure that all regulatory capital instruments issued by banks are capable of absorbing losses in the event that a bank is unable to support itself in the private market and are in addition to the criteria detailed in the text of the Basel III framework that were published in December 2010.

Under the requirements, all non-common Tier 1 and Tier 2 instruments issued by a bank on or after January 1, 2013 must have a provision which allows a relevant authority to require the debt to be written off or converted into common equity upon the earlier of such authority determining that (1) a write-off is necessary; and (2) rescue funds from the public sector (or equivalent) are required, for the bank to continue to be viable. Instruments issued prior to January 1, 2013 that do not meet these criteria but otherwise met all of the criteria for Additional Tier 1 or Tier 2 Capital as set out in the text of the Basel III framework will be considered as an instrument that no longer qualifies as such and phased out from January 1, 2013.

APRA's implementation of these new minimum requirements were included in its revised prudential standard relating to capital adequacy which came into effect on January 1, 2013. All additional Tier 1 and Tier 2 instruments currently issued by MBL meet the requirements of the revised prudential standard requirements for loss absorbency at the point of non-viability or are eligible for transitional relief that is available for qualifying instruments on a progressively decreasing basis from January 1, 2013 until January 1, 2022.

Crisis management

On September 28, 2012, the Australian Government released a consultation paper titled "Strengthening APRA's Crisis Management Powers" seeking comments on a range of options to enhance Australia's financial sector, particularly prudential regulation. The options canvassed in the paper aim to strengthen APRA's crisis management powers in relation to NOHCs, ADIs, superannuation entities and general and life insurers. Implementation of these options is intended to bring Australia's regulatory framework more closely into line with the G20 endorsed international standard for crisis management arrangements published by the Financial Stability Board in its paper "*Key Attributes of Effective Resolution Regimes for Financial Institutions*" dated October 2011. If implemented, the key implications for MBL and MGL are likely to be an increase in APRA's powers to intervene in the affairs of MBL and MGL during periods of stress.

RBA

In exercising its powers, APRA works closely with the RBA. The RBA is Australia's central bank and an active participant in the financial markets. It also manages Australia's foreign reserves, issues Australian currency notes, serves as banker to the Australian Government and, through the Payment Systems Board, supervises the payments system.

ASIC

ASIC is Australia's corporate, markets and financial services regulator, which regulates Australian companies, financial markets, financial services organizations and professionals who deal and advise in investments, superannuation, insurance, deposit taking and credit.

ASIC regulates each of the entities we operate in Australia as the corporate regulator and is responsible for enforcing appropriate standards of corporate governance and conduct by directors and officers. A number of MBL Group entities hold Australian financial services ("*AFS*") licenses. ASIC licenses and monitors AFS licensees and requires AFS licensees to ensure the financial services covered by their license are provided efficiently, honestly and fairly. A number of MBL Group entities also hold Australian Credit Licenses (*ACL*"). ASIC regulates ACL holders as the consumer credit regulator, licensing and regulating those entities to ensure they meet standards set out in the National Consumer Credit Protection Act 2009 of Australia.

ASIC is Australia's market regulator and is responsible for the supervision of trading on Australia's domestic licensed equity, derivatives and future markets, including trading by MBL and other ASX and ASX24 market participants in the MBL Group.

ASX24

The ASX24 market provides exchange traded and over-the-counter services and regulates the cash and derivative trades that we execute through the ASX24 as a market participant in the ASX24. This business is conducted primarily within MBL Group.

As a licensed market operator, MBL Group is subject to the operating rules of ASX24 which contain comprehensive provisions for preventing conflicts and enforcing compliance with the operating rules. The rules cover all aspects of trading and of clearing and settling, including monitoring market conduct, disciplining of participants and suspension or termination of participation rights and market access.

ASX

ASX is Australia's primary securities market. The MIS, MCN and MGL's ordinary shares are listed on ASX. MBL and MGL each have a contractual obligation to comply with ASX's listing rules, which have the statutory backing of the Australian Corporations Act. The ASX listing rules govern requirements for listing on ASX and include provisions in relation to issues of securities, disclosure to the market, executive remuneration and related-party transactions. ASX and ASIC oversee our compliance with ASX's listing rules, including any funds the MGL Group manages that are listed on the ASX.

ACCC

The ACCC is Australia's competition regulator. Its key responsibilities are to ensure that corporations do not act in a way that may have the effect of eliminating or reducing competition, and to oversee product safety and liability issues, pricing practices and third-party access to facilities of national significance. The ACCC's consumer protection activities complement those of Australia state and territory consumer affairs agencies that administer the unfair trading legislation of those jurisdictions.

AUSTRAC

AUSTRAC is Australia's anti-money laundering and counter-terrorism financing regulator and specialist financial intelligence unit. It works collaboratively with Australian industries and businesses (including certain entities of MBL Group) in their compliance with anti-money laundering and counter-terrorism financing legislation. As Australia's financial intelligence unit, AUSTRAC contributes to investigative and law enforcement work to combat financial crime and prosecute criminals in Australia and overseas.

The AML-CTF Act places obligations on providers of financial services and gaming services, and on bullion dealers. The AML-CTF Act affects entities who offer specific services which may be exploited to launder money or finance terrorism, for example, those relating to electronic fund transfers, designated remittance arrangements and correspondent banking relationships. The AML-CTF Act also has broad extra territorial application to overseas entities of Australian companies.

A number of entities in MBL Group are considered to be "reporting entities" for the purposes of the AML-CTF Act and are required to undertake certain obligations, including enhanced customer due diligence, establishing an AML-CTF program to identify, mitigate and manage the risk of money laundering and terrorism financing, enhanced record-keeping and reporting on suspicious matters, transactions above a set threshold and international funds transfer instructions to AUSTRAC.

Other Australian regulators

In addition to the foregoing regulators, MBL Group and MGL Group and the businesses and funds they manage are subject to supervision by various other regulators in Australia, including the Essential Services Commission, Economic Regulation Authority and the Department of Energy and Water in connection with activities and the management of funds in the utilities and energy sectors.

Other Australian regulatory developments

Central clearing of OTC derivatives

On July 7, 2013, ASIC, the RBA and APRA released a report on the Australian OTC derivatives market. The most important recommendation was that the Australian Government consider a central clearing mandate for interest rate derivatives denominated in U.S. dollars, Euros, Pounds Sterling or Yen, primarily on international consistency grounds as the largest Australian banks are already clearing these products because of requirements of other jurisdictions. As there is a relatively low level of activity in North American and European referenced credit derivatives, the regulators did not recommend mandating clearing for these products as at the time of that report.

On July 11, 2013, ASIC finalized its Derivative Transaction Rules (Reporting) (the "*Reporting Rules*") and *Derivative Trade Repository Rules* (the "*Trade Repository Rules*", and, together with the Reporting Rules, the "*DTR Rules*"). The Reporting Rules establish which entities are required to report, and what information is required to be reported to trade repositories. They specify when the reporting obligation commences for each class of reporting entities and the types of instruments which are reportable. The Trade Repository Rules cover application requirements and conditions for electronic databases of records of derivative transactions. They also regulate the manner in which repositories provide their services, and ASIC's approach to regulation of overseas-based repositories. The DTR Rules are largely consistent with international requirements. The Reporting Rules have staggered compliance dates, depending on the classification of the relevant entity and the type of derivative. Reporting for Australian entities, which includes two MBL affiliates, that are provisionally registered (or registered) as swap dealers with the U.S. Commodity Futures Trading Commission began on October 1, 2013.

International

Our businesses and the funds we manage outside of Australia are subject to various regulatory regimes.

United States

As a result of the global economic crisis, the United States government has enacted legislation, and the applicable regulatory authorities have adopted or proposed regulations that make significant changes in the regulation of the financial services industry including reforming the financial supervisory and regulatory framework in the United States, which could have a material impact on financial institutions and their activities, including the activities of MBL and its subsidiaries in the United States. Certain aspects of the reform process have been implemented, with the balance being implemented over a number of years. The final effects are not yet certain. See "Risk factors — Many of our businesses are highly regulated and we will be adversely affected by temporary and permanent changes in regulations and regulatory policy and increased compliance requirements, particularly for financial institutions, in the markets in which we operate" above for further information.

MBL Group is currently subject to regulation in the United States as a financial intermediary, which is described below.

Banking and derivatives regulations. In the United States, MBL operates solely through representative offices, which by law cannot engage in business or handle customer funds, and thus are not subject to the full regime of banking regulation. These offices are limited to soliciting business on behalf of MBL, which must then be approved and booked offshore, and performing administrative tasks as directed by MBL. Our representative offices are licensed by individual states, in our case, the states of New York, Texas and Illinois, and are subject to periodic examination by the applicable state licensing authority and the Federal Reserve. These examinations primarily focus on whether the offices are compliant with the limits of representative office activities and on key areas of regulatory concern, such as anti-money laundering compliance.

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "*Dodd-Frank Act*"). Many of the provisions of the Dodd-Frank Act require rulemaking by the applicable U.S. regulatory agency, such as the Federal Reserve Board ("*FRB*"), the SEC and the Commodity Futures Trading Commission ("*CFTC*") before the related provisions of the Dodd-Frank Act become effective. The Dodd-Frank Act has resulted in, and will continue to result in, significant changes in the regulation of the U.S. financial services industry, including reforming the financial supervisory and regulatory framework in the United States. MBL's businesses will be affected by a variety of new regulations under the Dodd-Frank Act including, but not limited to: (i) greater regulation of over-the-counter derivatives, including stricter capital and margin requirements, the centralized execution and clearing of standardized over-the-counter derivatives, and registration and heightened supervision of all over-the-counter swap dealers and major swap participants; (ii) more stringent and extensive position limits on derivatives on physical commodities; and (iii) increased regulation of investment advisers. In addition, if MGL is determined by U.S. regulators to be a "systemically important" nonbank financial company, U.S. regulators may have increased regulatory authority over MGL and its subsidiaries, including MBL, and may impose stricter capital, leverage and risk management requirements. The Dodd-Frank Act will increase compliance and execution costs for derivative trading in the United States and have an impact on certain MBL businesses, such as on its U.S. derivatives business. For instance, two MGL affiliates have registered as swap dealers. Certain rules under the Dodd-Frank Act have already been issued and made effective, such as those relating to swap dealer registration, mandatory swap clearing and swap execution, and business conduct standards, and to which we or our affiliates are subject. However, it is not possible at this point in time to determine the full extent of the impact of the Dodd-Frank Act because other important details will be formulated during the process of proposing and implementing rules and regulations, a process which is still expected to continue for several years.

Anti-money laundering regulations. The MBL representative offices as well as MBL Group's U.S. broker-dealer subsidiaries and mutual funds managed or sponsored by MBL Group's subsidiaries are subject to anti-money laundering laws and regulations, including regulations issued by the U.S. Treasury Department to implement various anti-money laundering requirements of the Bank Secrecy Act (the "*Bank Secrecy Act*") and Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "*USA PATRIOT Act*").

The Bank Secrecy Act, as amended by the USA PATRIOT Act, requires U.S. representative offices of foreign banks and U.S. broker-dealers and mutual funds to establish and maintain written anti-money laundering compliance programs that include the following components: (i) a system of internal controls to assure ongoing compliance with applicable anti-money laundering laws and regulations; (ii) independent testing of compliance by the institution's personnel or by a qualified outside party; (iii) the designation of an individual or individuals responsible for coordinating and monitoring day-to-day compliance; and (iv) training for appropriate personnel. The compliance program must be approved by the board of directors, board of trustees or senior management depending on the institution. United States representative offices of foreign banks and U.S. broker-dealers and mutual funds are also required to establish and maintain a customer identification program and, as necessary, to file suspicious activity reports with appropriate federal law enforcement agencies and the U.S. Treasury Department.

The MBL representative offices and our other operations within the United States must also comply with the regulations and economic sanctions programs administered by OFAC, which enforces economic sanctions against targeted foreign countries, individuals and entities.

The MBL representative offices and U.S. broker-dealer subsidiaries and other subsidiaries in the United States have adopted written anti-money laundering compliance programs designed to comply with the Bank Secrecy Act, as amended by the USA PATRIOT Act, and have implemented procedures to comply with OFAC.

Securities and commodities regulations. In the United States, we are regulated by the U.S. Securities and Exchange Commission ("*SEC*") and by the Financial Industry Regulatory Authority ("*FINRA*") with respect to certain securities and corporate finance related activities conducted through broker-dealers, or through investment advisors or investment companies registered under the U.S. Investment Advisers Act of 1940, as amended, or the U.S. Investment Company Act of 1940, as amended (the "*ICA*"). We will be subject to greater oversight and regulation by the SEC and FINRA as our business grows in the United States.

In addition, we are regulated by the Commodity Futures Trading Commission ("*CFTC*") and the CME Group with respect to the trading of futures and commodity options for customers and clearing activities. The CFTC continues to issue final and proposed regulations, statements of guidance and no-action letters that may affect certain members of the MBL Group. For example, on November 14, 2013, the CFTC issued a staff advisory relating to the cross-border application of transaction-level swap requirements. In the advisory, the CFTC took the view that a non-U.S. swap dealer registered with the CFTC (whether or not it is an affiliate of a U.S. person) must comply with transaction-level requirements under the Dodd-Frank Act when entering into a swap with a non-U.S. person if the swap is arranged, negotiated or executed by personnel of the non-U.S. swap dealer located in the United States. However, on January 3, 2014, the CFTC issued a no-action letter delaying until September 15, 2014, the effectiveness of the November 14, 2013 advisory. On December 20, 2013, the CFTC approved a series of substituted compliance determinations covering certain swap entity-level and transaction-level requirements in six jurisdictions, including Australia. Further actions by the CFTC may affect swap transactions of certain members of the MBL Group. The Federal Energy Regulatory Commission ("*FERC*") also regulates our energy trading activities and our downstream natural gas business. As we continue to expand our U.S. energy trading business, our compliance with energy trading regulations will become increasingly important.

Other regulations. The Foreign Account Tax Compliance Act ("*FATCA*") was enacted in 2010 as part of the Hiring Incentives to Restore Employment Act (the "*HIRE Act*"). FATCA is intended to assist the U.S. government in its efforts to improve compliance with U.S. tax laws, and requires foreign financial institutions ("*FFIs*"), such as MBL, to enter into an agreement with the U.S. Internal Revenue Service (the "*IRS*") and agree to provide the IRS with certain information on accounts held by U.S. persons and U.S.-owned foreign entities, or otherwise face a 30% withholding tax on certain payments made to the FFI from U.S. sources. The term FFI is broadly defined and includes such entities as banks, brokers, hedge funds, private equity funds and foreign investment entities. FATCA generally requires substantial investment in a compliance and reporting framework in order to meet the HIRE Act standards.

In response to the impact of the FATCA obligations of the HIRE Act, the Australian Government and the U.S. Government signed an intergovernmental agreement on April 28, 2014 (the "*IGA*"). The IGA provides an alternative means for Australian financial institutions such as MGL and MBL to comply with FATCA. The obligations for Australian financial institutions under the IGA include IRS registration and due diligence and reporting obligations. The Australian Government is expected to implement domestic legislation to impose the IGA obligations into Australian law. The IGA obligations for Australian financial institutions are expected to commence on July 1, 2014.

Other regulators that impact the funds and companies we manage include, but are not limited to, the Federal Communications Commission with respect to certain media-related investments, and various other applicable federal, state and local agencies. In addition, our entry into the physical commodities trading business has subjected us to further U.S. regulations, including, but not limited to, federal, state and local environmental laws.

United Kingdom

The FCA and PRA are responsible for the regulation of financial business in the United Kingdom, including banking, investment business, consumer credit and insurance. Deposit-taking institutions, insurers and significant investment firms are dual-regulated, with the PRA responsible for the authorization, prudential regulation and day-to-day supervision of such firms, and the FCA responsible for regulating conduct of business requirements.

MBL operates a branch, MBL LB, and a subsidiary, Macquarie Bank International Ltd ("*MBIL*"), in the United Kingdom. APRA remains the lead prudential regulator for MBL LB, with regulatory oversight by the FCA and PRA in their handbooks of rules and guidance in the United Kingdom. MBIL, a United Kingdom incorporated subsidiary is authorized and regulated by the FCA and PRA as a bank. As regulated entities, MBIL and MBL LB are required to comply with the rules set forth by the FCA and PRA (collectively, the "*Rules*"), as applicable. The Rules include requirements as to capital adequacy, liquidity adequacy, systems and controls, corporate governance, conduct of business and the treatment of customers, the application of which varies depending on whether it is a subsidiary or a branch of MBL.

In many cases, the Rules reflect the requirements set out in European Union Regulations and implement applicable European Union Directives (such as the new Capital Requirements Regulation and Capital Requirements Directive, which relate to regulatory capital requirements for banks and investment firms and came into force on

January 1, 2014 and the Markets in Financial Instruments Directive, which relates to the carrying on of investment business). Under the Rules, regulated banks and certain investment firms, including MBIL and MBL LB, are required to have an adequate liquidity contingency plan in place to deal with a liquidity crisis. See "Management's discussion and analysis of results of operation and financial condition — Liquidity — Liquidity contingency plan" for further information.

On April 1, 2014, responsibility for the regulation of consumer credit business transferred from the Office of Fair Trading ("*OFT*") to the FCA. To ensure a smooth transition to the FCA's consumer credit regime, an interim permission regime was introduced. MBL operates two United Kingdom incorporated subsidiaries, Macquarie Asset Leasing (UK) Ltd ("*MALL*") and Macquarie Equipment Finance (UK) Ltd ("*MEFL*"), which have both obtained interim variations of permission from the FCA for their consumer credit business and, therefore, are provisionally authorized and regulated by the FCA as consumer credit firms. MALL and MEFL will be required to apply for a full variation of permission by a date that will be notified to them by the FCA.

The new FCA consumer credit regime, which came into force on April 1, 2014, is contained in the Consumer Credit sourcebook ("*CONC*") in the Rules. There are few significant changes to the regulatory requirements that consumer credit firms are required to comply with as a result of the transition to the FCA. There are some instances of new guidance and/or new rules created by the FCA including instances where the requirements in CONC go further than previous guidance issued by the OFT. There are also some areas where previous industry guidance has become regulatory rules in CONC. However, during a six-month transitional period which expires on October 1, 2014, the FCA will not take action against any breaches of the new rules in CONC where a firm is able to demonstrate that it has complied with the previous requirements and OFT guidance.

Effective January 1, 2011, the United Kingdom has introduced a bank levy which provides for an annual charge on certain equity and liabilities of banks and certain other financial institutions in respect of periods of account ending on or after January 1, 2011. In respect of foreign banking groups with banking operations in the United Kingdom, the bank levy is calculated by reference to the aggregated equity and liabilities of the group's relevant UK sub-groups, UK subsidiaries, non-UK resident subsidiaries with a UK parent and UK branches (in each case as shown in appropriate balance sheets). The bank levy is charged at different rates for short-term chargeable liabilities on the one hand and long-term chargeable equity and liabilities on the other hand. From January 1, 2014, the applicable bank levy rates are 0.156% for short-term chargeable liabilities and 0.078% for long-term chargeable equity and liabilities. The bank levy is not applicable to the first £20 billion of chargeable equity and liabilities. Based on the March 31, 2014 balance sheet position, it is not anticipated that MBL Group will be impacted by the bank levy on the basis that its chargeable equity and liabilities are expected to be below £20 billion for the full period of account. MBL Group will continue to monitor its position on a regular basis.

Other United Kingdom regulators that impact our business include the Gas and Electricity Markets Authority (Ofgem), which regulates the United Kingdom gas and electricity industry. The Information Commissioner's Office is responsible for regulating compliance with legislation in the United Kingdom governing data protection, electronic communications, freedom of information and environmental information.

European Union

On February 14, 2013, the European Commission published a proposal for a Council Directive (the "*Draft Directive*") for a common financial transaction tax (the "*FTT*") in eleven Member States (Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Spain, Slovakia and Slovenia, together the "*Participating Member States*").

Pursuant to the Draft Directive, the FTT would be payable on "financial transactions" within its scope. Those transactions would broadly include derivatives and the purchase and sale of financial assets (bonds, equities, repos and stock lending), but would exclude spot transactions in currency, commodities, etc, and insurance contracts, loan originations, credit cards, cash payments and the issuance of debt and equity instruments.

The Draft Directive provides that the FTT would be payable by each "financial institution" established in a Participating Member State which is party to a "financial transaction". A "financial institution" is widely defined to include entities that carry on various specified financial activities. A "financial institution" would be deemed to be established in a Participating Member State in a wide variety of circumstances, including merely as a result of the other party to the "financial transaction" being established in a Participating Member State. The Draft Directive does not provide for any form of intermediary exemption.

The rate of the FTT would be determined by each Participating Member State, but in the case of transferable securities would be at least 0.1% of the taxable amount (determined by reference to the consideration paid or owed for the transfer).

The Draft Directive is still subject to negotiations among the Participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. The final form of any directive would need to be implemented in the domestic legislation of the Participating Member States.

On April 19, 2013, the United Kingdom government announced that it had launched a legal challenge to the proposed FTT. The Luxembourg government subsequently announced that it would support this challenge. On April 30, 2014, the European Court of Justice dismissed the legal challenge of the United Kingdom government. Part of the reasoning of the Court for so dismissing the legal challenge was that it was premature in that the proposed FTT is still yet to be adopted. The proposed FTT may still be liable to further legal challenge once it is so adopted.

Implementation of the Draft Directive in its present form in any of the Participating Member States could result in increased transaction costs for:

(a) MBL in relation to certain transactions entered into by it (as principal or agent) in certain circumstances; and

(b) investors in the secondary market who in certain circumstances sell or purchase notes issued by MBL.

Other regulators

Outside Australia, the United States and the United Kingdom, MBL has branches in the Dubai International Finance Centre, Hong Kong, Seoul and Singapore that are regulated by the Dubai Financial Services Authority, the Hong Kong Monetary Authority, the Financial Supervisory Service and the Monetary Authority of Singapore, respectively. MBL also has a representative office in Auckland, regulated by the Reserve Bank of New Zealand, and in Switzerland, regulated by the Swiss Financial Markets Supervisory Authority, which gives MBL limited authorization to conduct marketing of its products and services to institutions (and, in Switzerland, high net worth individuals), subject to local license limitations. Bank regulation varies from country to country, but generally is designed to protect depositors and the banking system as a whole, not holders of a bank's securities. Bank regulations may cover areas such as capital adequacy, minimum levels of liquidity, and the conduct and marketing of banking services.

Outside Australia, the United States and the United Kingdom, some of the other key financial regulators of our businesses include but are not limited to:

- the Securities and Futures Commission of Hong Kong, the Hong Kong Monetary Authority and the Hong Kong Exchanges and Clearing Limited;

- the Investment Industry Regulation Organization of Canada, the TMX and the various provincial and territorial securities regulatory authorities in Canada;

- in South Korea, the Financial Services Commission, the Financial Supervisory Service, the Bank of Korea, the Ministry of Strategy and Finance, the Korea Exchange, the Ministry of Land, Infrastructure and Transport, the Fair Trade Commission, the Korea Financial Investment Association and the Korean Financial Intelligence Unit;

- the Monetary Authority of Singapore, the Singapore Exchange Securities Trading Limited and the Competition Commission of Singapore;

- the Financial Services Board of South Africa; and

- the Reserve Bank of India and the Securities and Exchange Board of India, the Bombay Stock Exchange and the National Stock Exchange of India.

Financial regulation varies from country to country and may include the regulation of securities offerings, mergers and acquisitions activity, commodities and futures activities, anti-trust issues, investment advice, trading and brokerage, sales practices, and the offering of investment products and services.

In addition to the foregoing, certain businesses and assets owned or managed by MBL Group in international jurisdictions are subject to additional laws, regulations and oversight that are specific to the industries applicable to those businesses and assets.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATION AND FINANCIAL CONDITION

For the year ended March 31, 2014, MBL Group was divided into the following operating groups for internal reporting and risk management purposes: Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions), Fixed Income, Currencies & Commodities, Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division), Banking & Financial Services and Corporate & Asset Finance.

We report certain items in the Corporate segment, which includes the Group Treasury division, the Head Office and central support functions. Items of income and expense within the Corporate segment include the net impact of managing liquidity for MBL Group, earnings on capital, non-trading derivative volatility, unallocated head office costs and employment related costs of central support functions (service areas), income tax expense and distributions to holders of MIPS, MIS and ECS. The Corporate segment also includes the impact of changes in credit spreads on non-trading financial instruments that are classified as fair value through profit or loss. The items reported in the Corporate segment do not form part of the total profit/loss contribution provided by our operating groups. The total contribution to profit/loss by operating groups plus the contribution to profit/loss included in the Corporate segment equate to our total profit/loss attributable to ordinary equity holders.

Critical accounting policies and significant judgments

Note 1 to our 2014 annual financial statements provides a list of our significant accounting policies. While we regard all of our significant accounting policies as important to consider in evaluating our financial statements, we have identified the following policies as particularly involving critical accounting estimates and requiring management's exercise of judgment.

During the 2014 fiscal year, Group Treasury revised internal funding transfer pricing arrangements relating to Banking & Financial Services' deposit and lending activities. Comparative information presented in this Report has been restated to reflect the current methodology.

Critical accounting policies and significant judgments for the 2014 fiscal year are otherwise consistent with those referred to above. These critical accounting policies should be read in conjunction with the discussion set out in Note 1 to our 2014 annual financial statements.

Basis of preparation and selection of policies

We prepare our financial statements in accordance with Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements comply with IFRS as issued by the IASB. Consequently, the financial statements incorporated by reference herein and in the additional information posted on MBL's U.S. Investors' Website are also prepared in accordance with and comply with IFRS as issued by the IASB.

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Those areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the financial statements are discussed in this section, as a guide to understanding how their application affects our reported results. A broader and more detailed description of the accounting policies we employ is shown in Note 1 to our 2014 annual financial statements.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events. Management believes the estimates used in preparing the financial statements are reasonable. Actual results in the future may differ from those reported.

Fair value of financial instruments

Financial assets and financial liabilities in our trading portfolio, those designated at fair value through profit and loss, derivative instruments, and available-for-sale financial assets, are recorded at fair value on the balance sheet. Fair value reflects the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Key judgments affecting this accounting policy relate to how management determines fair value for such assets and liabilities. Market prices or rates are used to determine fair value where an active market exists.

Where no active market price or rate is available, fair values are estimated using present value or other valuation techniques, using inputs based on market conditions prevailing at balance sheet dates. The values derived from applying these techniques are significantly affected by the choice of valuation model used and the underlying assumptions made regarding factors such as timing and amounts of future cash flows, discount rates, credit risk and volatility. The valuation techniques are validated and periodically reviewed by qualified personnel independent of the area that created them. All models are certified by our Risk Management Group before they are used, and models are calibrated to ensure the outputs reflect actual data and comparative market prices. To the extent possible, models use only observable data (for example, for over the counter derivatives), however areas such as credit risk, volatilities and correlations require management to make estimates. Where fair value is evidenced by comparison with other observable current market transactions in the same instrument, or based on a valuation technique for which variables include only data from observable markets, then any profit is recognized immediately.

Business combinations

The purchase method of accounting is used to account for all business combinations (excepting business combinations involving entities or businesses under common control) which occurred before April 1, 2010. From April 1, 2010, business combinations are accounted for using the acquisition method. Under this method, the acquirer recognizes, separately from goodwill, all identifiable assets acquired and liabilities assumed at their acquisition-date fair values, and any non-controlling interest ("*NCI*") in the acquiree. Transaction costs arising on the issue of equity instruments are recognized directly in equity, and those arising on borrowings are capitalized and included in interest expense using the effective interest method.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair value on the acquisition date. MBL Group can elect, on a transaction-by-transaction basis, to measure NCI relating to ordinary shares either at fair value or at the NCI's proportionate share of the fair value of the identifiable assets and liabilities. The excess of the consideration over MBL Group's share of the fair value of the identifiable net assets acquired is recorded as goodwill. If the consideration is less than MBL Group's share of the fair value of the identifiable net assets of the business acquired, the difference is recognized directly in the consolidated income statement, but only after a reassessment of the identification and measurement of the net assets acquired. Contingent consideration given in business combinations is measured at fair value with any subsequent gain or loss recognized in the consolidated income statement, except consideration classified as equity, which is not remeasured.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present values as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Distinguishing between whether assets or a business is acquired involves judgment. Some of the factors that MBL Group uses in identifying a business combination are:

- the nature of MBL Group's industry and business model, which affects the nature of an input, process or output;

- whether the acquisition included at least a majority of the critical inputs (e.g., tangible or intangible assets, and intellectual property) and a majority of the critical processes (e.g., strategic processes, skilled and experienced workforce);

- the relative ease of replacing the critical processes not acquired by either integrating within MBL Group's existing processes or sub-contracting them to third parties; and

- the presence of goodwill.

Combinations between entities or businesses under common control

Combinations between entities under common control are business combinations in which all of the combining entities or businesses ultimately are controlled by the same party or parties both before and after the combination and that control is not transitory. In the consolidated financial statements of MBL, assets and liabilities of the acquired entities are measured at the carrying amounts recognized previously in the seller's consolidated financial statements at the date of the combination. In the separate financial statements of the Bank, assets and liabilities of the acquired businesses are measured at the carrying amounts recognized previously in the seller's financial statements at the date of the combination. Any difference between the fair value of the consideration given over the carrying amounts recognized is recorded directly in equity.

Impairment of loan assets

All loan assets are held at amortized cost and are subject to recurring review and assessment for possible impairment. All bad debts are written off in the period in which they are identified. Provisions for loan losses are based on an incurred loss model, which recognizes a provision where there is objective evidence of impairment at each balance date, and is calculated based on the discounted values of expected future cash flows. Specific provisions are recognized where impairment of individual loans are identified. Where individual loans are found not to be impaired, they are placed into pools of assets with similar risk profiles and collectively assessed for losses that have been incurred but not yet identified.

If, in a subsequent period, the amount of impairment losses decrease and the decrease can be related objectively to an event occurring after the impairment losses were recognized, the previously recognized impairment losses are reversed through the income statement to the extent of what the amortized cost would have been had the impairment not been recognized.

Impairment of equity accounted investments

Equity accounted investments are initially recorded at cost, adjusted for post acquisition profits or losses recognized in the income statement and its share of post-acquisition movements in reserves recognized directly in equity. Whenever there is an indication an equity accounted investment may be impaired, the investment's carrying amount is compared to its recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment charge is recognized immediately in the income statement. Recoverable amount is determined as the higher of fair value less costs of disposal or the value in use of the investment. Subsequent impairment reversal is recognized in the income statement.

Impairment of investment securities available-for-sale

MBL performs an assessment at each balance date to determine whether there is any objective evidence that available-for-sale financial assets have been impaired. Impairment exists if there is objective evidence of impairment as a result of one or more events (loss event) which have an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

For equity securities classified as available-for-sale, the main indicators of impairment are: significant changes in the market, economic or legal environment and a significant or prolonged decline in fair value below cost. In making this judgment, MBL evaluates, among other factors, the normal volatility in share price and the period of time for which fair value has been below cost.

In the case of debt securities classified as available-for-sale, observable data that relates to loss events are considered, including adverse changes in the payment status of the issuer and national or local economic conditions that correlate with defaults on those assets.

In addition, impairment may be appropriate when there is evidence of deterioration in the financial condition of the investee, industry and sector performance, operational and financing cash flows or changes in technology.

When the fair value of an available-for-sale financial asset is less than its initial carrying amount and there is objective evidence that the asset is impaired, the cumulative loss recognized directly in other comprehensive income is reclassified to the income statement.

Impairment losses recognized in the income statement for equity securities classified as available-for-sale are not subsequently reversed through the income statement. However, impairment losses recognized for debt securities classified as available-for-sale are subsequently reversed through the income statement if the fair value increases and the increase can be objectively related to an event after the impairment loss was recognized in the income statement.

Acquisitions and disposals of controlled entities, joint ventures and associates

We acquire and dispose of investments regularly. Upon acquisition, the accounting treatment depends on the level of influence that we exert over the decision making in relation to the financial and operating policies of the investee as well as the extent of exposure to variable returns, and our ability to affect those returns, specifically:

- where control of an entity was obtained, its results have been included in the consolidated income statement from the date on which control commenced. Where control of an entity ceased, its results are included for that part of the fiscal year during which control existed; and

- associates and joint ventures are entities over which we have significant influence or joint control, and are accounted for under the equity method.

Management determines the dates of obtaining/losing control, significant influence or joint control, of another entity based on an assessment of all pertinent facts and circumstances that affect the ability to influence financial and operating policy decisions, and exposure to variable returns. Facts and circumstances that have the most impact include the contractual arrangements agreed with the counterparty, the manner in which those arrangements are expected to operate in practice, and whether regulatory approval is required to complete the transaction. The acquisition/disposal date does not necessarily occur when the transaction is closed or finalized at law.

Debt issued at amortized cost

MBL Group has on issue debt securities and instruments which are initially recognized at fair value net of transaction costs incurred, and subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the income statement over the period of the borrowings using the effective interest method.

Other financial liabilities at fair value through profit or loss

This category includes only those financial liabilities that have been designated by management as held at fair value through profit or loss on initial recognition. The policy of management is to designate a financial liability as such if: (i) the liability contains embedded derivatives which must otherwise be separated and carried at fair value; (ii) the liability is part of a group of financial assets and financial liabilities managed and evaluated on a fair value basis; or (iii) by doing so eliminates (or significantly reduces) a measurement or recognition inconsistency that would otherwise arise. Interest expense on such items is recognized in the income statement in interest expense. All gains and losses are reported in profit or loss.

Loan capital

Loan capital is debt issued by MBL Group with terms and conditions that qualify for inclusion as capital under APRA Prudential Standards. Loan capital debt issues are initially recorded at fair value plus directly attributable transaction costs and thereafter at either amortized cost using the effective interest method (for convertible preference securities and subordinated debt at amortized cost) or at fair value through profit or loss (for subordinated debt at fair value through profit and loss).

Structured entities

Structured entities are those entities where voting rights do not have a significant effect on its returns, such as where voting rights relate to administrative tasks only and contractual arrangements dictate how the entity should carry out its activities. When assessing whether MBL Group controls (and therefore consolidates) a structured entity, judgment is required about whether MBL Group has power over the relevant activities as well as exposure to significant variable returns of the structured entity.

MBL Group has power over, and is exposed to significant variable returns through the residual risk associated with its mortgage structured entities and other structured entities. MBL Group is further able to use its power to affect the variable returns of these structured entities. Accordingly, the underlying assets, liabilities, revenues and expenses of these structured entities are reported in the consolidated statement of financial position and consolidated income statement.

Income tax

The income tax expense for the year is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction, adjusted for changes in deferred tax assets and liabilities and unused tax losses. Deferred tax assets are recognized when temporary differences arise between the tax base of assets and liabilities and their respective carrying amounts which give rise to a future tax benefit, or where a benefit arises due to unused tax losses, but are only recognized in both cases to the extent that it is probable that future taxable amounts will be available to utilize those temporary differences or tax losses. Deferred tax liabilities are recognized when such temporary differences will give rise to taxable amounts being payable in future periods.

MGL and its wholly owned Australian controlled entities apply the tax consolidation regime in Australia. Under the terms and conditions of the tax funding agreement, MBL Group will be charged or reimbursed for current tax liabilities or assets incurred by MGL in connection with their activities. As a consequence, MBL Group will recognize amounts receivable or payable under a tax funding agreement with MGL.

Management exercises judgment in determining whether deferred tax assets, particularly in relation to tax losses, are probable of recovery. Factors considered include the ability to offset tax losses within the group in the relevant jurisdiction, the length of time that tax losses are eligible for carry forward to offset against future profits and whether future profits are expected to be sufficient to recoup losses.

Impairment of goodwill and other identifiable intangibles

Goodwill

Goodwill represents the excess of the consideration over MBL Group's share of the fair value of the identifiable net assets of the acquired entity at the date of acquisition. Goodwill arising from business combinations is included in intangible assets on the face of the balance sheet. Goodwill arising from acquisitions of associates is included in the carrying amount of investments in associates.

Other identifiable intangible assets

An intangible asset is considered to have an indefinite useful life where it is expected to contribute to MBL Group's net cash inflows indefinitely.

Licenses and trading rights are carried at cost less accumulated impairment losses. These assets are not amortized because they are considered to have an indefinite useful life.

Management rights have a finite useful life and are carried at cost less accumulated amortization and impairment losses. Amortization is calculated using the straight-line method to allocate the cost of management rights over the estimated useful life, usually a period not exceeding 20 years.

Customer and servicing contracts acquired with a finite useful life are carried at cost less accumulated amortization and any impairment losses. Amortization is calculated based on the timing of projected cash flows of the relationships over their estimated useful lives.

Customer and servicing contracts with an indefinite useful life are carried at cost less accumulated impairment losses.

Software

Certain internal and external costs directly incurred in acquiring and developing certain software are capitalized and amortized over the estimated useful life, usually a period of three years. Costs incurred on software maintenance are expensed as incurred.

Impairment

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization but are tested annually for impairment, or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. For intangible assets that have a finite useful life, an assessment is made at each reporting date for indications of impairment. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Intangible assets (other than goodwill) that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Revenue recognition of dividends and distributions

Dividends and distributions are recognized as income when MBL Group becomes entitled to the dividend or distribution. Dividends from subsidiaries, associates and joint ventures are recognized in the income statement when MBL Group's right to receive the dividend is established. When accounting for a dividend or distribution, judgment is required about whether it is recognized as income or a return of capital.

Management exercises judgment in determining whether a dividend or distribution is recognized as income or a return of capital. Factors considered include: whether the payment follows a legal process to reduce either the number of outstanding shares or the amount of share capital; whether evidence exists clearly demonstrating that the distribution is a return of capital originally invested by the investor; the substance of the payment; whether other transactions occur with the same counterparty at the same time as, or in contemplation of, the payment; whether the payment is from profits in proportion to the investor's particular class of capital; when a dividend is paid in the form of additional equity of the investee, whether all investors retain their same relative ownership interest in the investee; and whether the criteria for derecognizing part, or all, of an investment in a financial asset are met, among others.

Pending accounting standards changes

For a description of standards, interpretations and amendments to AGAAP that are not yet effective but could have a significant impact on our accounting policies, see Note 1 to our 2014 annual financial statements.

Trading conditions and market update

Operating conditions and impact on MBL Group

The year ended March 31, 2014 was characterized by improving global market conditions, which generally contributed to an improvement in MBL's capital markets facing businesses. Macquarie Securities experienced subdued market volatility during the 2014 fiscal year, resulting in low levels of institutional and retail client demand in the derivatives markets. Fixed Income, Currencies & Commodities also experienced continuing improvement in market conditions across most of its businesses during the 2014 fiscal year. However, Fixed Income, Currencies & Commodities continued to be affected by subdued mining equity markets and generally lower metals and bulk commodities prices, although investor sentiment stabilized during the second half of the year. Agriculture and base metals markets also experienced low levels of volatility, while there was some improvement in volatility and volumes in foreign exchange markets.

MBL's annuity-style businesses continued to perform well. Macquarie Funds increased its assets under management as it continued to expand its investment management activities, resulting in increased base fees. Corporate & Asset Finance continued to build its corporate lending and asset finance portfolio, which contributed to higher net operating income and net interest and trading income. Banking & Financial Services continued to increase its wrap and mortgage portfolios, which led to higher net interest and trading income.

For a discussion of the impact of trading and market conditions on our results of operation and financial condition for the year ended March 31, 2014, see "— Year ended March 31, 2014 compared to year ended March 31, 2013 — Results overview" for further information.

Year ended March 31, 2014 compared to year ended March 31, 2013

Results overview

	Year ended Mar 14	Year ended Mar 13	Movement
	A$m	A$m	%
Financial performance summary			
Net interest income	1,715	1,428	20
Fee and commission income	1,685	1,513	11
Net trading income	1,602	1,278	25
Share of net profits of associates and joint ventures accounted for using the equity method	14	40	(65)
Other operating income and charges	470	342	37
Net operating income	**5,486**	**4,601**	19
Employment expenses	(1,684)	(1,511)	11
Brokerage, commission and trading-related expenses	(697)	(523)	33
Occupancy expenses	(140)	(145)	(3)
Non-salary technology expenses	(100)	(88)	14
Other operating expenses	(1,470)	(1,305)	13
Total operating expenses	**(4,091)**	**(3,572)**	15
Operating profit before income tax	1,395	1,029	36
Income tax expense	(621)	(355)	75
Profit after income tax	774	674	15
Profit attributable to non-controlling interests	(4)	(3)	33
Profit attributable to equity holders of Macquarie Bank Limited	**770**	**671**	15
Distributions paid or provided for on Macquarie Income Securities	(18)	(21)	(14)
Profit attributable to ordinary equity holders of Macquarie Bank Limited	**752**	**650**	16

Profit attributable to ordinary equity holders of A$752 million for the year ended March 31, 2014 increased 16% from A$650 million in the prior fiscal year.

MBL's annuity style businesses – Macquarie Funds, Corporate & Asset Finance and Banking & Financial Services – generated a combined net profit contribution for the year ended March 31, 2014 of A$1,549 million, an increase of 23% on the prior fiscal year. The depreciation of the Australian dollar relative to the prior fiscal year was a significant contributor to the improved performance of Macquarie Funds, driving increased base fee income, and Corporate & Asset Finance, driving increased net interest and trading income and net operating lease income. Banking & Financial Services' profit contribution was also up on the prior fiscal year, benefiting from growth in loan and deposit volumes and the gain on disposal of an investment in OzForex.

MBL's capital markets facing businesses – Macquarie Securities and Fixed Income, Currencies & Commodities – delivered a combined net profit contribution for the year ended March 31, 2014 of A$661 million, an increase of 77% on the prior fiscal year. For Macquarie Securities, the key drivers in the improved performance compared to the prior fiscal year were improved global equity market conditions combined with the wind down of legacy activities. Fixed Income, Currencies & Commodities' profit contribution improved on the prior fiscal year mainly due to improved trading opportunities from a general improvement in market conditions across most of its markets, and increased volatility in commodity markets driving a higher level of client hedging activity.

Net operating income of A$5,486 million for the year ended March 31, 2014 increased 19% from A$4,601 million in the prior fiscal year. Key drivers of the changes from the prior fiscal year were:

– A 20% increase in net interest income to A$1,715 million for the year ended March 31, 2014 from A$1,428 million in the prior fiscal year primarily due to higher interest bearing asset volumes across the Bank combined with reduced funding margins.

– An 11% increase in fee and commission income to A$1,685 million for the year ended March 31, 2014 from A$1,513 million in the prior fiscal year, driven by increased base fees of A$797 million for the year ended March 31, 2014, up 25% from A$639 million in the prior fiscal year primarily due to an increase in assets under management that was largely driven by favorable currency and market movements, acquisitions and positive fund flows across Macquarie Funds. Brokerage and commissions income of A$467 million for the year ended March 31, 2014 was up 28% from A$364 million in the prior fiscal year reflecting the contribution from the Asia cash equities business, partially offset by the sale of Macquarie Private Wealth Canada in November 2013.

– A 25% increase in net trading income to A$1,602 million for the year ended March 31, 2014 up from A$1,278 million in the prior fiscal year, mainly driven by improved trading conditions for Fixed Income, Currencies & Commodities, particularly in commodities markets, and improved trading conditions and market sentiment for Macquarie Securities.

– A 37% increase in other operating income and charges to A$470 million for the year ended March 31, 2014 from A$342 million in the prior fiscal year. The increase was due to:

– a reduction in impairment charges on equity investments (including investment securities available for sale and associates and joint ventures) of 42% to A$114 million for the year ended March 31, 2014 from A$197 million in the prior fiscal year. While mining equity markets remain subdued, investor sentiment and confidence in these markets appear to have stabilized in the second half of the year, resulting in significantly lower levels of equity impairments for Fixed Income, Currencies & Commodities for both the year and the second half compared to the prior fiscal year and the first half of the current fiscal year, respectively; and

– an increase in net operating lease income of 27% from A$417 million in the prior fiscal year to A$531 million for the year ended March 31, 2014 driven by the full year contribution of Corporate & Asset Finance's European Rail operating lease business acquired in January 2013 and the depreciation of the Australian dollar, which favorably impacted earnings from the aircraft, rail and UK Energy Leasing operating lease portfolios.

Total operating expenses increased 15% from A$3,572 million in the prior fiscal year to A$4,091 million for the year ended March 31, 2014 mainly reflecting the impact of the depreciation of the Australian dollar on offshore expenses in addition to the following key drivers:

– an 11% increase in employment expenses to A$1,684 million for the year ended March 31, 2014 from A$1,511 million in the prior fiscal year primarily due to higher staff compensation due to the improved performance of the Bank;

– a 33% increase in brokerage, commission and trading-related expenses from A$523 million in the prior fiscal year to A$697 million for the year ended March 31, 2014 mainly due to growth of physical metals financing activities; and

– a 13% increase in other operating expenses from A$1,305 million in the prior fiscal year to A$1,470 million for the year ended March 31, 2014 mainly driven by an increase in business activity.

Income tax expense for the year ended March 31, 2014 was A$621 million, up 75% from A$355 million in the prior fiscal year with an effective tax rate of 44.6% reflecting the geographic mix of income and tax uncertainties. See "— Results analysis — Income tax expense" for further information.

Results analysis

MBL Group presents the information below relating to our financial results on a consolidated MBL Group basis.

Net interest and trading income

	Year ended		
	Mar 14	**Mar 13**	**Movement**
	A$m	**A$m**	**%**
Net interest income	1,715	1,428	20
Net trading income	1,602	1,278	25
Net interest and trading income	**3,317**	**2,706**	23

Net interest income and net trading income are recorded in accordance with Australian Accounting Standards with net interest income brought to account using the effective interest method and net trading income predominantly comprising gains and losses relating to trading activities.

For businesses that predominantly earn income from trading activities (Macquarie Securities and Fixed Income, Currencies & Commodities), the relative contribution of net interest income and trading income from trading activities can vary from period to period depending on the underlying trading strategies undertaken by Macquarie and its clients.

For businesses that predominantly earn income from lending activities (Corporate & Asset Finance and Banking & Financial Services), derivatives that economically hedge interest rate risk are required to be carried at fair value through net trading income unless they form part of a qualifying hedge relationship. Hedge relationships are generally only recognized at a total consolidated level; however, for segment reporting derivatives are accrual accounted in the Operating Groups and changes in fair value are recognized on consolidation.

The presentation of net interest income and net trading income separately can distort the analysis of the underlying activities and drivers. For example, in Corporate & Asset Finance, interest rate swaps are entered into to hedge the interest rate risk associated with finance leases. The finance lease interest income and associated funding costs are recognized in net interest income but the related swap is recognized in net trading income. Accordingly, net interest income and net trading income are presented and discussed below in aggregate for each Operating Group, which management believes presents a more consistent overview of business performance and drivers.

See "— Segment analysis — Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)" and "— Segment analysis — Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)" for further discussion of MBL's trading activities.

	Year ended		
	Mar 14	Mar 13	Movement
	A$m	A$m	%
Macquarie Funds[1]	74	59	25
Corporate & Asset Finance	648	569	14
Banking & Financial Services	739	642	15
Macquarie Securities[2]	231	186	24
Fixed Income, Currencies & Commodities[3]			
Commodities[4]	1,124	693	62
Credit, interest rates and foreign exchange	375	394	(5)
Corporate[5]	126	163	(23)
Net interest and trading income	**3,317**	**2,706**	23

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

3 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

4 Includes fair value adjustments relating to various tolling agreements, capacity contracts and transportation agreements as part of its commodity trading and hedging strategies. The contracts and agreements, which are managed on a fair value basis for financial and risk management purposes, are required to be accounted for on an accruals basis for statutory reporting purposes.

5 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Net interest and trading income of A$3,317 million for the year ended March 31, 2014 increased 23% from A$2,706 million in the prior fiscal year. The increase was driven by the impact of the depreciation of the Australian dollar relative to the prior fiscal year, reduced funding margins, improved trading conditions for certain businesses in Fixed Income, Currencies & Commodities and Macquarie Securities, growth in the loan and lease portfolios in Corporate & Asset Finance and higher loan volumes in Banking & Financial Services.

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

Net interest and trading income in Macquarie Funds includes income on specialized retail products, interest income from the provision of financing facilities to external funds and their investors and the funding cost of principal investments.

Net interest and trading income of A$74 million for the year ended March 31, 2014 increased 25% from income of A$59 million in the prior fiscal year. The higher income for the year was primarily due to higher demand for financing facilities from external funds and their investors, partially offset by higher funding costs associated with balance sheet investments.

Corporate & Asset Finance

Net interest and trading income in Corporate & Asset Finance predominantly relates to income from the corporate lending and asset financing portfolios in addition to the funding costs associated with assets subject to operating leases.

Net interest and trading income of A$648 million for the year ended March 31, 2014 increased 14% from A$569 million in the prior fiscal year. The increase was mainly due to the favorable impact of the depreciation of the Australian dollar on income earned from non-Australian dollar denominated loan and finance lease portfolios, combined with organic growth of the motor vehicle lease portfolio. Partially offsetting this growth was the full year impact of funding costs associated with the European Rail operating lease business acquired in January 2013.

Banking & Financial Services

Net interest and trading income in Banking & Financial Services relates to interest income earned from the loan portfolio that primarily comprises residential mortgages in Australia, Canada and the United States; as well as loans to Australian businesses, insurance premium funding and credit cards. Banking & Financial Services also generates income from deposits by way of a deposit premium paid to Banking & Financial Services by Group Treasury which use the deposits as a source of funding for MGL Group.

Net interest and trading income of A$739 million for the year ended March 31, 2014 increased 15% from A$642 million in the prior fiscal year primarily due to higher loan and deposit volumes.

Retail deposits increased 7% to A$33.3 billion at March 31, 2014 from A$31.0 billion at March 31, 2013.

The total Australian loan portfolio of A$21.5 billion at March 31, 2014 increased 39% from A$15.5 billion at March 31, 2013 primarily due to a 47% increase in the Australian mortgage portfolio to A$17.0 billion at March 31, 2014 from A$11.6 billion at March 31, 2013, resulting primarily from increased lending activity.

Banking & Financial Services also maintains a legacy loan portfolio which primarily comprises residential mortgages in Canada and the United States that are in run-off. The legacy loan portfolio closed at a combined A$5.5 billion at March 31, 2014, down 26% from A$7.4 billion at March 31, 2013.

Macquarie Securities

Net interest and trading income in Macquarie Securities relates to trading income from institutional and retail equity derivative products and stock borrow and lending activities.

Net interest and trading income of A$231 million for the year ended March 31, 2014 increased 24% from A$186 million in the prior fiscal year mainly due to improved trading conditions and market sentiment driving higher product flow, particularly across the Asia platform, and reduced losses in legacy businesses.

Fixed Income, Currencies & Commodities

Net interest and trading income in Fixed Income, Currencies & Commodities is earned from a broad range of financial markets activities including trading, financing and the provision of risk management solutions to clients.

Commodities trading income

Commodities trading income of A$1,124 million for the year ended March 31, 2014 increased 62% from A$693 million in the prior fiscal year.

The energy markets business was the largest contributor with revenues generated across its global platform driven by strong customer flow and improved trading opportunities, particularly in the US Gas, US Power and Global Oil businesses. Mature physical trading capabilities provided opportunities for the energy business to leverage volatility and service client opportunities.

Precious metals markets saw increased volatility and falling prices, particularly in the first half of the current fiscal year, resulting in increased client hedging activity and associated trading income.

Base metals markets experienced low levels of volatility compared to the prior fiscal year, dampening both trading results and client hedging activity; however growth of physical metals financing activities resulted in higher overall trading income from these markets. The increased trading income was largely offset by associated storage costs that, for accounting purposes, are recognized in brokerage, commissions and trading-related expenses.

Reduced market volatility in agricultural markets led to lower client activity and limited trading opportunities.

Credit, interest rates and foreign exchange trading income

Trading income from credit, interest rates and foreign exchange products of A$375 million for the year ended March 31, 2014 decreased 6% from A$394 million in the prior fiscal year. The credit environment was mixed, with lower confidence experienced in the higher yield markets for a large portion of the year, while volatility and volumes improved in foreign exchange compared to the prior fiscal year.

Corporate

Net interest and trading income in the Corporate segment includes the net result of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, the funding costs associated with non-core investments held centrally and fair value movements on investments held to hedge liabilities under the Directors' Profit Share plan.

Net interest and trading income of A$126 million for the year ended March 31, 2014 decreased 23% from A$163 million in the prior fiscal year primarily due to reduced earnings on capital as a result of lower interest rates.

Fee and commission income

	Year ended		
	Mar 14	Mar 13	Movement
	A$m	A$m	%
Base fees	797	639	25
Performance fees	56	25	124
Mergers and acquisitions, advisory and underwriting fees	39	41	(5)
Brokerage and commissions	467	364	28
Other fee and commission income	326	444	(27)
Total fee and commission income	**1,685**	**1,513**	11

Base and performance fees

Base fees of A$797 million for the year ended March 31, 2014 increased 25% from A$639 million in the prior fiscal year. In Macquarie Funds, base fees increased from A$611 million to A$769 million due to an increase in Assets under Management, up 26% from A$247 billion at March 31, 2013 to A$312 billion at March 31, 2014, largely due to the acquisition of ING Investment Management Korea in December 2013, favorable impact of the depreciation of the Australian dollar, and market movements. Base fee growth also reflects positive underlying fund flows, particularly into higher margin products, and the full year impact of the transfer of Macquarie Professional Series from Banking & Financial Services from 1 October 2012. See "Macquarie Bank Limited — Funds management business — Assets under Management" for further discussion on the movements in Assets under Management during the period.

Performance fees of A$56 million for the year ended March 31, 2014 increased 124% from A$25 million in the prior fiscal year primarily due to performance fees earned from Quant Hedge Funds and various equities and fixed income funds outperforming their respective benchmarks.

Brokerage and commissions

Brokerage and commissions income of A$467 million for the year ended March 31, 2014 increased 28% from A$364 million in the prior fiscal year mainly driven by the contribution of Macquarie Securities' Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year. This was partly offset by reduced brokerage and commissions income in Banking & Financial Services primarily due to the sale of Macquarie Private Wealth Canada in November 2013.

Other fee and commission income

Other fee and commission income of A$326 million for the year ended March 31, 2014 decreased 27% from A$444 million in the prior fiscal year. The decrease was primarily in Corporate which mainly relates to internal transactions with operating groups that net out in their entirety on consolidation across MBL Group. In addition, the sales of Macquarie Private Wealth Canada in November 2013 and the COIN institutional business in August 2012 resulted in lower fee revenue for the year ended March 31, 2014 compared to the prior fiscal year. This was partially offset by growth in Funds under Administration on the Australian Wrap platform, which closed at A$37.7 billion on March 31, 2014, an increase of 50% from A$25.1 billion at March 31, 2013. The increase was primarily due to the integration of Perpetual's A$7.6 billion Private Wealth Platform into Macquarie's Wrap platform in April 2013, other net inflows, and an increase in underlying equity market values.

Share of net profits of associates and joint ventures

	Year ended		
	Mar 14	**Mar 13**	**Movement**
	A$m	**A$m**	**%**
Share of net profits of associates and joint ventures accounted for using the equity method	**14**	**40**	(65)

Share of net equity accounted profits of associates and joint ventures of A$14 million for the year ended March 31, 2014 decreased 65% from A$40 million in the prior fiscal year. The result reflects the underlying performance of associates and joint ventures. There was no individual investment that was the principal driver of the decrease.

Other operating income and charges

	Year ended		
	Mar 14	**Mar 13**	**Movement[1]**
	A$m	**A$m**	**%**
Net gains on sale of investment securities available-for-sale	166	98	69
Impairment charge on investment securities available-for-sale	(90)	(170)	(47)
Net gains on sale of associates and joint ventures	9	51	(82)
Impairment charge on interest in associates and joint ventures	(24)	(27)	(11)
Impairment charge on non-financial assets	(27)	(27)	-
Net operating lease income	531	417	27
Dividends/distributions received/receivable	32	19	68
Collective allowance for credit losses (provided for)/written back during the period	(53)	7	*
Specific provisions	(156)	(157)	1
Other income	82	131	(37)
Total other operating income and charges	**470**	**342**	37

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

Total other operating income and charges of A$470 million for the year ended March 31, 2014 increased 37% from A$342 million in the prior fiscal year.

Net gains on sale of investment securities (including available-for-sale, associates and joint ventures) of A$175 million for the year ended March 31, 2014 increased 17% from A$149 million in the prior fiscal year. The net gains for the year ended March 31, 2014 included the disposal of Banking & Financial Services' investment in OzForex on its IPO in October 2013.

Impairment charges on investment securities available-for-sale, associates, joint ventures and non-financial assets of A$141 million in the year ended March 31, 2014 decreased 37% from A$224 million in the prior fiscal year. While mining equity markets remain weak, investor sentiment and confidence in these markets appear to have stabilized in the second half of the year, resulting in significantly lower levels of equity impairments for Fixed Income, Currencies & Commodities for the year compared to the prior fiscal year.

Net operating lease income of A$531 million for the year ended March 31, 2014 increased 27% from A$417 million in the prior fiscal year. The increase was mainly driven by the full year contribution of the European Rail operating lease business acquired in January 2013 and the depreciation of the Australian dollar relative to the prior fiscal year, which favorably impacted earnings from the aircraft, rail and UK Energy Leasing operating lease portfolios.

Net charges for specific and collective provisions were A$209 million for the year ended March 31, 2014, an increase of 39% from A$150 million in the prior fiscal year. This was largely due to higher provisions in Fixed Income, Currencies & Commodities predominantly relating to loan assets in the resource and energy sectors and additional collective provisions in Corporate & Asset Finance mainly reflecting growth in the lending and leasing books and specific impairments.

Other income of A$82 million for the year ended March 31, 2014 decreased 37% from A$131 million in the prior fiscal year. The prior fiscal year included gains on the sale of the Canadian Premium Funding business in May 2012 and the COIN institutional business in August 2012, as well as a gain from the sales of aircraft by Corporate & Asset Finance.

Operating expenses

	Year ended		
	Mar 14	Mar 13	Movement
	A$m	A$m	%
Employment expenses:			
Salary and salary related costs including commissions, superannuation and performance-related profit share	(1,566)	(1,396)	12
Share based payments	(116)	(113)	3
(Provision for)/ reversal of annual leave	(2)	(1)	100
Provision for long service leave	-	(1)	(100)
Total employment expenses	**(1,684)**	**(1,511)**	11
Brokerage, commission and trading related expenses	(697)	(523)	33
Occupancy expenses	(140)	(145)	(3)
Non-salary technology expenses	(100)	(88)	14
Other operating expenses:			
Professional fees	(170)	(152)	12
Auditor's remuneration	(16)	(15)	7
Travel and entertainment expenses	(64)	(60)	7
Advertizing and communication expenses	(74)	(67)	10
Amortization of intangibles	(54)	(52)	4
Other expenses	(1,092)	(959)	14
Total other operating expenses	**(1,470)**	**(1,305)**	13
Total operating expenses	**(4,091)**	**(3,572)**	15

Total operating expenses of A$4,091 million for the year ended 31 March 2014 increased 15% from A$3,572 million in the prior fiscal year mainly due to the impact of the depreciation of the Australian dollar on offshore costs and higher employment expenses.

Total employment expenses of A$1,684 million for the year ended March 31, 2014 increased 11% from A$1,511 million in the prior fiscal year mainly reflecting the impact of the depreciation of the Australian dollar on offshore expenses relative to the prior fiscal year, and higher staff compensation resulting from the improved performance of MBL.

Brokerage, commission and trading related expenses of A$697 million for the year ended March 31, 2014 increased 33% from A$523 million in the prior fiscal year. The increase was mainly due to growth of physical commodities financing activities resulting in higher storage costs that, for accounting purposes, are reported within operating expenses while the associated income is included within net trading income for Fixed Income, Currencies & Commodities, combined with the impact of the depreciation of the Australian dollar on offshore expenses relative to the prior fiscal year.

Other operating expenses, which includes professional fees, travel and entertainment, advertising and communication expenses and other expenses, in aggregate increased 13% compared to the prior fiscal year. The increase was mainly due to increased business activity and the impact of the depreciation of the Australian dollar on offshore costs relative to the prior fiscal year.

Headcount

	Year ended		
	Mar 14	Mar 13	Movement
Headcount by operating group			%
Macquarie Funds	1,013	984	3
Corporate & Asset Finance	1,020	938	9
Banking & Financial Services	2,419	2,848	(15)
Macquarie Securities	171	148	16
Fixed Income, Currencies & Commodities	786	796	(1)
Total headcount — operating groups	**5,409**	**5,714**	(5)
Total headcount — Corporate	**55**	**81**	(32)
Total headcount	**5,464**	**5,795**	(6)
Headcount by region			
Australia	3,483	3,313	5
International:			
Americas	1,197	1,797	(33)
Asia	380	329	16
Europe, Middle East and Africa	404	356	13
Total headcount — International	**1,981**	**2,482**	(20)
Total headcount	**5,464**	**5,795**	(6)
International headcount ratio (%)	36	43	

Total headcount of 5,464 as at March 31, 2014 decreased 6% from 5,795 as at March 31, 2013. The decrease was mainly driven by a 15% reduction in headcount in Banking & Financial Services, from 2,848 to 2,419, primarily due to the sale of Macquarie Private Wealth Canada in November 2013.

Income tax expense

	Year ended	
	Mar 14	Mar 13
	A$m	A$m
Operating profit before income tax	1,395	1,029
Prima facie tax @ 30%	(419)	(309)
Income tax permanent differences	(202)	(46)
Income tax expense	(621)	(355)
Effective tax rate (%)[1]	**44.6%**	**34.6%**

[1] The effective tax rate is calculated on net profit before tax and after non-controlling interests. Non-controlling interests reduced net profit before tax by A$4 million for the year ended March 31, 2014 (Year ended March 31, 2013: A$3 million). The effective tax rate differs from the Australian company tax rate due to permanent differences arising from the income tax treatment of certain income and expenses as well as tax rate differentials on some of the income earned outside of Australia.

The effective tax rate for the year ended March 31, 2014 was 44.6%, which increased from 34.6% in the prior fiscal year. The increase was largely due to the geographic mix of income and tax uncertainties.

Segment overview

Summary of segment results

	Macquarie Funds[1]	Banking & Financial Services	Fixed Income, Currencies & Commodities[2]	Macquarie Securities[3]	Corporate & Asset Finance	Corporate[4]	Total
	A$m	A$m	A$m	A$m	A$m	A$m	A$m
Year ended March 31, 2014							
Net interest and trading income	74	739	1,499	231	648	126	3,317
Fee and commission income/(expense)	983	576	115	97	36	(122)	1,685
Share of net profits/(losses) of associates and JVs accounted for using the equity method	(5)	1	24	-	2	(8)	14
Other operating income and charges	64	-	(77)	(6)	492	(3)	470
Internal management revenue/(charges)	4	5	(7)	1	13	(16)	-
Net operating income	**1,120**	**1,321**	**1,554**	**323**	**1,191**	**(23)**	**5,486**
Total operating expenses	**(649)**	**(1,060)**	**(911)**	**(305)**	**(375)**	**(791)**	**(4,091)**
Profit /(loss) before tax	471	261	643	18	816	(814)	1,395
Tax expense	-	-	-	-	-	(621)	(621)
Profit/(loss) attributable to non-controlling interests	1	-	-	-	-	(5)	(4)
Profit/(loss) attributable to equity holders	**472**	**261**	**643**	**18**	**816**	**(1,440)**	**770**
Distributions paid or provided for on MIS	-	-	-	-	-	(18)	(18)
Net profit/(loss) contribution	**472**	**261**	**643**	**18**	**816**	**(1,458)**	**752**

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remain part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remain part of the Non-Banking Group.

4 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

	Macquarie Funds[1]	Banking & Financial Services	Fixed Income, Currencies & Commodities[2]	Macquarie Securities[3]	Corporate & Asset Finance	Corporate[4]	Total
	A$m	A$m	A$m	A$m	A$m	A$m	A$m
Year ended March 31, 2013							
Net interest and trading income	59	642	1,087	186	569	163	2,706
Fee and commission income/(expense)	798	645	75	(28)	37	(14)	1,513
Share of net profits/(losses) of associates and JVs accounted for using the equity method	10	3	26	-	(3)	4	40
Other operating income and charges	28	(8)	(78)	-	430	(30)	342
Internal management revenue/(charges)	8	9	17	1	3	(38)	-
Net operating income	**903**	**1,291**	**1,127**	**159**	**1,036**	**85**	**4,601**
Total operating expenses	**(572)**	**(1,048)**	**(694)**	**(218)**	**(352)**	**(688)**	**(3,572)**
Profit/(loss) before tax	331	243	433	(59)	684	(603)	1,029
Tax expense	-	-	-	-	-	(355)	(355)
Profit/(loss) attributable to non-controlling interests	1	-	-	-	-	(4)	(3)
Profit attributable to equity holders	**332**	**243**	**433**	**(59)**	**684**	**(962)**	**671**
Distributions paid or provided for on MIS	-	-	-	-	-	(21)	(21)
Net profit/(loss) contribution	**332**	**243**	**433**	**(59)**	**684**	**(983)**	**650**

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remain part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remain part of the Non-Banking Group.

4 The Corporate segment includes earnings on capital, group treasury operations, earnings from certain legacy assets and businesses, certain corporate costs not recharged to operating businesses, employment related costs, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges.

Basis of preparation

MBL Group segments

AASB 8 "Operating Segments" requires the "management approach" to disclosing information about MBL's reportable segments. The financial information is reported on the same basis as used internally by senior management for evaluating operating segment performance and for deciding how to allocate resources to operating segments. Such information may be produced using different measures to that used in preparing the income statement.

For internal reporting, performance measurement and risk management purposes, MBL Group is divided into five operating groups:

- Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities);

- Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions);

- Banking & Financial Services;

- Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division); and

- Corporate & Asset Finance.

In addition, there is a Corporate segment which includes Group Treasury, head office and central support functions, as well as certain legacy assets and businesses that are no longer core for strategic reasons. Items of income and expense within the Corporate segment include the net impact of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, earnings from non-core investments, costs of central support functions, income tax expense and distributions to holders of MIS and MIPS.

Central support functions recover their costs from operating groups on either a time and effort allocation basis or a fee for service basis. Central support functions include Corporate Operations, Financial Management, Risk Management, Group Legal and Governance and Central Executive.

Business and asset transfers

Since March 31, 2012 there have been a number of business and asset transfers between Operating Segments. These transfers were undertaken to better align the relevant assets with the expertise in each operating group. As part of this realignment, the Real Estate Banking division is now reported as part of the Corporate segment. Except as noted below, comparative information presented in this document has been restated to reflect the current operating structure in accordance with AASB 8 "Operating Segments".

Internal transactions

All transactions and transfers between segments are determined on an arm's length basis and are included within the relevant categories of income. These transactions eliminate on aggregation/consolidation. Below is a selection of the key policies.

Internal funding arrangements

Group Treasury has the responsibility for maintaining the funding for MBL, and operating groups obtain funding from Group Treasury. The interest rates charged by Group Treasury are determined by the currency and term of the funding and are fully costed.

Generally operating groups may only source funding directly from external sources when there is recourse only to the assets being funded and not to MBL.

Deposits are a funding source for MBL. Banking & Financial Services receives a deposit premium from Group Treasury on deposits they generate. This deposit premium is included within net interest and trading income for segment reporting purposes.

Transactions between operating groups

Operating groups that enter into arrangements with other operating groups must do so on commercial terms. There is a requirement for accounting symmetry in such transactions.

Internal transactions are recognized in each of the relevant categories of income and expense as appropriate.

Internal management revenue/charges

Internal management revenue/charges are primarily used to recognize an operating group's contribution to income tax expense and benefits. Non-assessable income generated by an operating group results in management revenue added to that group's operating result. Conversely a non-deductible expense results in a charge to the operating result. These internal management revenue/charges are offset by an equal and opposite amount recognized in the Corporate segment such that on aggregation the total nets to nil.

Presentation of segment income statements

The income statements in the following pages for each of the reported segments are in some cases summarized by grouping non-material balances together. Where appropriate, all material or key balances have been reported separately to provide users with information relevant to the understanding of MBL's financial performance.

Segment analysis

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

	Year ended		
	Mar 14	**Mar 13**	**Movement[1]**
	A$m	**A$m**	**%**
Net interest and trading income	**74**	**59**	25
Fee and commission income			
Base fees	769	611	26
Performance fees	55	25	120
Brokerage and commissions	6	4	50
Other fee and commission income	153	158	(3)
Total fee and commission income	**983**	**798**	23
Share of net profits/(losses) of associates and joint ventures accounted for using the equity method	(5)	10	*
Other operating income and charges			
Net gains on sale of equity investments	32	7	*
Impairment charge on equity investments and non-financial assets	(3)	-	*
Specific provisions and collective allowance for credit losses	3	(7)	*
Other income	32	28	14
Total other operating income and charges	**64**	**28**	129
Internal management revenue[2]	**4**	**8**	(50)
Net operating income	**1,120**	**903**	24
Operating expenses			
Employment expenses	(199)	(178)	12
Brokerage, commission and trading-related expenses	(143)	(124)	15
Other operating expenses	(307)	(270)	14
Total operating expenses	**(649)**	**(572)**	13
Non-controlling interests[3]	1	1	-
Net profit contribution	**472**	**332**	42
Other metrics			
Assets under Management (A$ billion)	312.0	247.0	26
Headcount	1,013	984	3

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holders.

Macquarie Funds' net profit contribution of A$472 million for the year ended March 31, 2014 increased 42% from A$332 million in the prior fiscal year. The improved result was primarily driven by growth in annuity base fee income from higher Assets under Management and increased performance fee income, partially offset by higher expenses resulting from increased business activity and business reorganizations. The depreciation of the Australian dollar relative to the prior fiscal year impacted both revenue and expenses and had an overall favorable impact on the net profit contribution of Macquarie Funds.

Net interest and trading income

Net interest and trading income of A$74 million for the year ended March 31, 2014 increased 25% from A$59 million in the prior fiscal year. The higher income for the year was primarily due to higher demand for financing facilities from external funds and their investors, partially offset by higher funding costs associated with balance sheet investments.

Fee and commission income

Base fees

Base fee income of A$769 million for the year ended March 31, 2014 increased 26% from A$611 million in the prior fiscal year. This was primarily driven by an increase in Assets under Management, up 26% from A$247 billion at March 31, 2013 to A$312 billion at March 31, 2014, largely due to the acquisition of ING Investment Management Korea in December 2013, the favorable impact of the depreciation of the Australian dollar, and market movements. Base fee growth also reflected positive underlying fund flows, particularly into higher margin products, and the full year impact of the transfer of Macquarie Professional Series from Banking & Financial Services from October 1, 2012.

Performance fees

Performance fee income of A$55 million for the year ended March 31, 2014 increased 120% from A$25 million in the prior fiscal year primarily due to performance fees earned from Quant Hedge Funds and various equities and fixed income funds outperforming their respective benchmarks.

Other fee and commission income

Other fee and commission income includes distribution service fees, structuring fees, capital protection fees and income from True Index products. Distribution service fees are offset by associated expenses that, for accounting purposes, are recognized in brokerage, commission and trading-related expenses.

Other fee and commission income of A$153 million for the year ended March 31, 2014 was largely consistent with the prior fiscal year. Lower structuring fees were largely offset by the favorable impact of the depreciation of the Australian dollar.

Other operating income and charges

Net gains on sale of equity investments

Net gains on sale of equity investments of A$32 million for the year ended March 31, 2014 related to an internal gain on sale of a business between divisions within Macquarie Funds and a gain on the sale of an investment in an unlisted infrastructure fund.

Other income

Other income of A$32 million for the year ended March 31, 2014 increased 14% from A$28 million in the prior fiscal year. The increase was largely offset by associated expenses that, for accounting purposes, are recognized as brokerage, commission and trading-related expenses.

Operating expenses

Total operating expenses of A$649 million for the year ended March 31, 2014 increased 13% from A$572 million in the prior fiscal year. The increase was primarily driven by the impact of the depreciation of the Australian dollar on offshore expenses as well as increased business activity and business reorganizations.

Banking & Financial Services

	Year ended		
	Mar 14	Mar 13	Movement[1]
	A$m	A$m	%
Net interest and trading income	**739**	**642**	15
Fee and commission income			
Base fees	**24**	**28**	(14)
Brokerage and commissions	179	214	(16)
Other fee and commission income	373	403	(7)
Total fee and commission income	**576**	**645**	(11)
Share of net profits of associates and joint ventures accounted for using the equity method	**1**	**3**	(67)
Other operating income and charges			
Net (losses)/ gains on sale of equity investments	50	2	*
Impairment charge on equity investments	—	(6)	(100)
Specific provisions and collective allowance for credit losses	(47)	(37)	27
Other income	(3)	33	*
Total other operating income and charges	**—**	**(8)**	(100)
Internal management revenue[2]	**5**	**9**	(44)
Net operating income	**1,321**	**1,291**	2
Operating expenses			
Employment expenses	(404)	(433)	(7)
Brokerage, commission and trading-related expenses	(168)	(158)	6
Other operating expenses	(488)	(457)	7
Total operating expenses	**(1,060)**	**(1,048)**	1
Net profit contribution	**261**	**243**	7
Other metrics			
Funds under management/advice/administration (A$ billion)[3]	127.7	123.0	4
Australian loan portfolio (A$ billion)[4]	21.5	15.5	39
Legacy loan portfolio (A$ billion)[5]	5.5	7.4	(26)
Retail deposits (A$ billion)	33.3	31.0	7
Headcount	2,419	2,848	(15)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 Funds under management/advice/administration includes Assets under Management plus items such as funds on Banking & Financial Services platforms (*e.g.,* Wrap Funds under Administration), total Banking & Financial Services loan and deposit portfolios, CHESS holdings of Banking & Financial Services clients and funds under advice (*e.g.*, assets under advice of Macquarie Private Bank).

4 The Australian loan portfolio primarily comprises residential mortgages, loans to Australian businesses, insurance premium funding and credit cards.

5 The legacy loan portfolio primarily comprises residential mortgages in Canada and the United States.

Banking & Financial Services' net profit contribution of A$261 million for the year ended March 31, 2014 increased 7% from A$243 million in the prior fiscal year. In the year ended March 31, 2014, Banking & Financial Services benefited from strong volume growth across a number of products, including mortgages, retail deposits and the Wrap platform, as well as the gain on the disposal of an investment in OzForex on its initial public offering in October 2013. These increases in operating income were partially offset by increased costs associated with key information technology development programs and the ASIC Enforceable Undertaking. The prior fiscal year benefited from gains on the sale of Macquarie Premium Funding Canada and the COIN institutional business, as well as income from the Macquarie Professional Series product that was transferred to Macquarie Funds in October 2012.

Net interest and trading income

Net interest and trading income of A$739 million for the year ended March 31, 2014 increased 15% from A$642 million in the prior fiscal year due to higher loan and deposit volumes.

Retail deposits increased 7% to A$33.3 billion at March 31, 2014 from A$31.0 billion at March 31, 2013.

The Australian loan portfolio comprises residential mortgages, loans to Australian businesses, insurance premium funding and credit cards. The total Australian loan portfolio of A$21.5 billion at March 31, 2014 increased 39% from A$15.5 billion at March 31, 2013, primarily due to a 47% increase in the Australian mortgage portfolio to A$17.0 billion at March 31, 2014 from A$11.6 billion at March 31, 2013. This resulted primarily from increased lending activity.

The legacy loan portfolio primarily comprises residential mortgages in Canada and the United States. These portfolios are in run-off and closed at a combined A$5.5 billion at March 31, 2014, down 26% from A$7.4 billion at March 31, 2013.

Fee and commission income

Base fees

Base fee income of A$24 million for the year ended March 21, 2014 decreased 14% from A$28 million in the prior fiscal year. This was primarily due to the sale of Macquarie Private Wealth Canada in November 2013.

Brokerage and commissions

Brokerage and commissions income of A$179 million for the year ended March 31, 2014 decreased 16% from A$214 million in the prior fiscal year, primarily due to the sale of Macquarie Private Wealth Canada in November 2013.

Other fee and commission income

Other fee and commission income of A$373 million for the year ended March 31, 2014 decreased 7% from A$403 million in the prior fiscal year. Other fee and commission income relates to fees earned on a range of Banking & Financial Services' products including the Australian Wrap platform, mortgages, insurance, credit cards and business banking. The decrease from the prior fiscal year was mostly due to the transfer of Macquarie Professional Series to Macquarie Funds from October 1, 2012, the sale of Macquarie Private Wealth Canada in November 2013, and the sale of the COIN institutional business in August 2012. This was partially offset by growth of administration fees from the Wrap platform.

Funds under Administration on the Australian Wrap platform closed at A$37.7 billion on March 31, 2014, an increase of 50% from A$25.1 billion at March 31, 2013. This increase was primarily due to the integration of Perpetual's A$7.6 billion Private Wealth Platform into Macquarie's Wrap platform in April 2013, other net inflows and an increase in the underlying market values.

Net gains on sale of equity investments

Net gains on sale of equity investments of A$50 million for the year ended March 31, 2014 was largely from the disposal of an investment in OzForex on its initial public offering in October 2013.

Other operating income and charges

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses of A$47 million for the year ended March 31, 2014 increased 27% from A$37 million in the prior fiscal year, largely reflecting loan portfolio growth over the year, especially in the Mortgages portfolio.

Other income

Other income of A$33 million in the prior fiscal year included the sale of the Canadian Macquarie Premium Funding business in May 2012 and the COIN institutional business in August 2012.

Operating expenses

Total operating expenses of A$1,060 million for the year ended March 31, 2014 increased 1% from A$1,048 million in the prior fiscal year.

Employment expenses

Employment expenses of A$404 million for the year ended March 31, 2014 decreased 7% from A$433 million in the prior fiscal year largely due to reduced headcount and commissions paid to internal advisers resulting from the sale of Macquarie Private Wealth Canada, as well as reduced headcount following the transfer of Macquarie Professional Series to Macquarie Funds from October 1, 2012 and the sale of the COIN institutional business in August 2012.

Brokerage, commission and trading-related expenses

Brokerage, commission and trading-related expenses, which are mainly paid to external advisers for product distribution, of A$168 million for the year ended March 31, 2014 increased 6% from A$158 million in the prior fiscal year. This was mainly driven by increased premium funding volumes following the acquisition by the Macquarie Premium Funding joint venture of the Pacific Premium Funding business in March 2013, partially offset by the transfer of the Macquarie Professional Series product to Macquarie Funds from October 1, 2012.

Other operating expenses

Other operating expenses of A$488 million for the year ended March 31, 2014 increased 7% from A$457 million in the prior fiscal year mainly due to investment in new technology to enhance the client service offering, increased professional fees associated with new business development, the sale of Macquarie Private Wealth Canada in November 2013 and the ASIC Enforceable Undertaking.

Corporate & Asset Finance

	Year ended		
	Mar 14	Mar 13	Movement[1]
	A$m	A$m	%
Net interest and trading income	**648**	**569**	14
Fee and commission income	**36**	**37**	(3)
Share of net (losses)/profits of associates and joint ventures accounted for using the equity method	**2**	**(3)**	*
Other operating income and charges			
Impairment charge on equity investments and non-financial assets	(16)	(5)	220
Net operating lease income	520	415	25
Specific provisions and collective allowance for credit losses	(69)	(50)	38
Other income	57	70	(19)
Total other operating income and charges	**492**	**430**	14
Internal management revenue[2]	**13**	**3**	*
Net operating income	**1,191**	**1,036**	15
Operating expenses			
Employment expenses	(174)	(150)	16
Brokerage, commission and trading-related expenses	(13)	(14)	(7)
Other operating expenses	(188)	(188)	-
Total operating expenses	**(375)**	**(352)**	7
Non-controlling interests[3]	-	-	-
Net profit contribution	**816**	**684**	19
Other metrics			
Loan and finance lease portfolio (A$ billion)	19.6	17.1	15
Operating lease portfolio (A$ billion)	5.7	5.1	12
Headcount	1,020	938	9

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holders.

Corporate & Asset Finance's net profit contribution of A$816 million for the year ended March 31, 2014 increased 19% from A$684 million in the prior fiscal year. The improved result was largely driven by growth of volumes in the key portfolios, the favorable impact of the depreciation of the Australian dollar on offshore businesses and the full year contribution of the European Rail operating lease business acquired in January 2013.

Net interest and trading income

Net interest and trading income of A$648 million for the year ended March 31, 2014 increased 14% from A$569 million in the prior fiscal year. The increase was mainly due to the favorable impact of the depreciation of the Australian dollar on income earned from non-Australian dollar denominated loan and finance lease portfolios, combined with organic growth of the motor vehicle lease portfolio. Partially offsetting this growth were the full year impact of funding costs associated with the European Rail operating lease business acquired in January 2013.

Other operating income and charges

Net operating lease income

Net operating lease income of A$520 million for the year ended March 31, 2014 increased 25% from A$415 million in the prior fiscal year. The increase was mainly driven by the full year contribution of the European Rail operating lease business acquired in January 2013 and the depreciation of the Australian dollar relative to the prior fiscal year, which has favorably impacted earnings from the aircraft, rail and UK Energy Leasing operating lease portfolios.

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses of A$69 million for the year ended March 31, 2014 increased 38% from A$50 million in the prior fiscal year mainly reflecting growth in the lending and leasing books and specific impairments.

Other income

Other income of A$57 million for the year ended March 31, 2014 decreased 19% from A$70 million in the prior fiscal year, which included a gain from the sale of an aircraft. The year ended 31 March 2014 included income from the favorable settlement of a claim in relation to the UK Energy Leasing business, and gains from the realization of equity exposures in the Lending business.

Operating expenses

Total operating expenses of A$375 million for the year ended March 31, 2014 increased 7% from A$352 million in the prior fiscal year, primarily as a result of a 9% increase in headcount and the impact of the depreciation of the Australian dollar on offshore expenses.

Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)

	Year ended Mar 14 A$m	Year ended Mar 13 A$m	Movement[1] %
Net interest and trading income			
Commodities[2]	1,124	693	62
Credit, interest rates and foreign exchange	375	394	(5)
Net interest and trading income	**1,499**	**1,087**	38
Fee and commission income			
Brokerage and commissions	98	84	17
Other fee and commission income/(expense)	17	(9)	*
Total fee and commission income	**115**	**75**	53
Share of net profits of associates and joint ventures accounted for using the equity method	**24**	**26**	(8)
Other operating income and charges			
Net gains on sale of equity investments	45	117	(62)
Impairment charge on equity investments	(95)	(171)	(44)
Specific provisions and collective allowance for credit losses	(90)	(50)	80
Other income	63	26	142
Total other operating income and charges	**(77)**	**(78)**	(1)
Internal management revenue[3]	**(7)**	**17**	*
Net operating income	**1,554**	**1,127**	38
Operating expenses			
Employment expenses	(223)	(201)	11
Brokerage and commission expenses	(280)	(141)	99
Amortization of intangibles	(17)	(20)	(15)
Other operating expenses	(391)	(332)	18
Total operating expenses	**(911)**	**(694)**	31
Net profit contribution	**643**	**433**	48
Other metrics			
Headcount	786	796	(1)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 Includes fair value adjustments relating to various tolling agreements, capacity contracts and transportation agreements as part of its commodity trading and hedging strategies. The contracts and agreements, which are managed on a fair value basis for financial and risk management purposes, are required to be accounted for on an accruals basis for statutory reporting purposes.

3 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

Fixed Income, Currencies & Commodities' net profit contribution was A$643 million for the year ended March 31, 2014, an increase of 48% from A$433 million in the prior fiscal year. Net operating income of A$1,554 million increased 38% from A$1,127 million in the prior fiscal year, while total operating expenses of A$911 million increased 31% from A$694 million in the prior fiscal year.

The result for Fixed Income, Currencies & Commodities reflected a general improvement in market conditions compared to the prior fiscal year. There was a significant increase in commodities trading income, driven by stronger client hedging and trading opportunities from increased volatility in energy markets, particularly in the six months ended March 31, 2014, coupled with falling precious metals prices and growth in physical metals financing activities. Continued subdued mining equity markets and generally lower metals and bulk commodities prices impacted the timing of asset realizations, new project financings, and resulted in further equity impairments in the

Metals and Energy Capital business, albeit an improvement on the prior fiscal year. Foreign exchange and futures markets experienced improved volatility and volumes compared to the prior fiscal year.

Net interest and trading income

Commodities trading income

Commodities trading income of A$1,124 million for the year ended March 31, 2014 increased 62% from A$693 million in the prior fiscal year.

The energy markets business was the largest contributor with revenues generated across its global platform driven by strong customer flow and improved trading opportunities, particularly in the US Gas, US Power and Global Oil businesses. Mature physical trading capabilities provided opportunities for the energy business to leverage volatility and service client opportunities.

Precious metals markets saw increased volatility and falling prices, particularly in the first half of the current fiscal year, resulting in increased client hedging activity and associated trading income.

Base metals markets experienced low levels of volatility compared to the prior fiscal year, dampening both trading results and client hedging activity; however growth of physical metals financing activities resulted in higher overall trading income from these markets. The increased trading income was largely offset by associated storage costs that, for accounting purposes, are recognized in brokerage, commissions and trading-related expenses.

Reduced market volatility in agricultural markets led to lower client activity and more limited trading opportunities.

Credit, interest rates and foreign exchange trading income

Trading income from credit, interest rates and foreign exchange products of A$375 million for the year ended March 31, 2014 decreased 6% from A$394 million in the prior fiscal year. The credit environment was mixed, with lower confidence experienced in the higher yield markets for a large portion of the year, while volatility and volumes improved in foreign exchange compared to the prior fiscal year.

Total fee and commission income

Brokerage and commissions income

Brokerage and commissions income of A$98 million for the year ended March 31, 2014 increased 17% from A$84 million in the prior fiscal year benefiting from increased transaction volumes across all key regions in futures markets.

Other fee and commission income

Other fee and commission income of A$17 million for the year ended March 31, 2014 increased from a loss of A$9 million in the prior fiscal year. The prior fiscal year included internal allocations resulting in a net fee payable by MBL. External other fee and commission income was lower for the year ended March 31, 2014 due to reduced deal flow across fixed income origination parts of the business.

Other operating income and charges

Net gains on sale of equity investments

Net gains on sale of equity investments of A$45 million for the year ended March 31, 2014 decreased 62% from A$117 million in the prior fiscal year. Subdued mining equity markets during the 2014 fiscal year impacted the timing and number of asset realizations.

Impairment charge on equity investments

Impairment charges on equity investments of A$95 million for the year ended March 31, 2014 decreased 44% from A$171 million in the prior fiscal year. Mining equity markets remained weak during the year; however, investor sentiment and confidence stabilized in the six months ended March 31, 2014, reducing overall impairments in the second half of the fiscal year compared to the prior six month period.

Specific provisions and collective allowance for credit losses

A net charge for specific provisions and collective allowance for credit losses of A$90 million for the year ended March 31, 2014 increased 80% from A$50 million in the prior fiscal year. The charges in the current fiscal year predominantly related to loan assets in the resource and energy sectors.

Other income

Other income of A$63 million for the year ended March 31, 2014 increased 142% from A$26 million in the prior fiscal year, driven largely by the income earned from the sale of net profit interests, as compared to the prior fiscal year which was primarily generated by the income from royalty interests in North American oil assets.

Operating expenses

Total operating expenses were A$911 million for the year ended March 31, 2014, a increase of 31% from A$694 million in the prior fiscal year.

Employment expenses

Employment expenses of A$223 million for the year ended March 31, 2014 increased 11% from A$201 million in the prior fiscal year, largely due to the impact of the depreciation of the Australian dollar on offshore costs, as well as increasing costs of regulatory compliance and enquiry.

Brokerage and commission expenses

Brokerage, commission and trading-related expenses of A$280 million for the year ended March 31, 2014 increased 99% from A$141 million in the prior fiscal year. This was driven by the growth of physical metals financing activities that resulted in higher storage costs that, for accounting purposes, are reported within brokerage, commission and trading-related expenses, while the associated income is included within commodities trading income.

Amortization of intangibles

Amortization of intangibles relates to investments in Net Profit Interests which are amortized based on the production output of the investment. The expense of A$17 million for the year ended March 31, 2014 decreased by 15% from A$20 million in the prior fiscal year, consistent with a reduced level of operating income from Net Profit Interests in the current fiscal year.

Other operating expenses

Other operating expenses increased 18% from A$332 million in the prior fiscal year to A$391 million for the year ended March 31, 2014 mainly due to increased investment in technology to address increasing regulatory compliance requirements globally, combined with the impact of the depreciation of the Australian dollar on offshore costs.

Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)

	Year ended		
	Mar 14	Mar 13	Movement[1]
	A$m	A$m	%
Net interest and trading income	**231**	**186**	24
Fee and commission income			
Brokerage and commissions	185	62	198
Other fee and commission expense	(88)	(90)	(2)
Total fee and commission income/(expense)	**97**	**(28)**	*
Share of net profits of associates and joint ventures accounted for using the equity method	**-**	**-**	-
Other operating income and charges	**(6)**	**-**	*
Internal management revenue[2]	**1**	**1**	-
Net operating income	**323**	**159**	103
Operating expenses			
Employment expenses	(42)	(23)	83
Brokerage, commission and trading-related expenses	(88)	(83)	6
Other operating expenses	(175)	(112)	56
Total operating expenses	**(305)**	**(218)**	40
Net profit/ (loss) attributable to ordinary equity holders	**18**	**(59)**	*
Other metrics			
Headcount	**171**	**148**	16

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

Macquarie Securities' net profit contribution of A$18 million for the year ended March 31, 2014 improved from a loss of A$59 million in the prior fiscal year as global equity markets benefited from improved macro-economic conditions and increased commissions due to the contribution of the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year. Macquarie Securities' trading businesses also benefited from improved market conditions and reduced costs in legacy businesses.

Net interest and trading income

Net interest and trading income of A$231 million for the year ended March 31, 2014 increased 24% from A$186 million in the prior fiscal year mainly due to improved trading conditions and market sentiment driving higher product flow, particularly across the Asia platform, and reduced losses in legacy businesses.

Fee and commission income

Brokerage and commissions

Brokerage and commissions income of A$185 million for the year ended March 31, 2014 increased 198% from A$62 million in the prior fiscal year due to the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year.

Other fee and commission expense

Other fee and commission expense mainly consists of stock borrowing and lending transactions and transfer pricing charges. Other fee and commission expense was a A$88 million for the year ended March 31, 2014, which was broadly in line with the prior fiscal year.

Operating expenses

Total operating expenses of A$305 million for the year ended March 31, 2014 increased 40% from A$218 million in the prior fiscal year largely due to the contribution of the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year and the impact of the depreciation of the Australian dollar on the offshore cost base.

Employment expenses

Employment expenses of A$42 million for the year ended March 31, 2014 increased 83% from A$23 million in the prior fiscal year largely due to the contribution of the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year.

Brokerage and commission expenses

Brokerage and commission expenses of A$88 million for the year ended March 31, 2014 were broadly in line with the prior fiscal year.

Other operating expenses

Other operating expenses of A$175 million for the year ended March 31, 2014 increased 56% from A$112 million in the prior fiscal year mainly due to the contribution of the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the prior fiscal year and the impact of the depreciation of the Australian dollar on offshore expenses.

Corporate

	Year ended		
	Mar 14	**Mar 13**	**Movement[1]**
	A$m	**A$m**	**%**
Net interest and trading income	**126**	**163**	(23)
Fee and commission expense	**(122)**	**(14)**	*
Share of net (losses)/profits of associates and joint ventures accounted for using the equity method	**(8)**	**4**	*
Other operating income and charges			
Net gains on sale of debt and equity securities	30	17	76
Impairment charges on debt and equity securities	(2)	(19)	(89)
Dividends and distributions received	1	-	-
Specific provisions and collective allowance for credit losses	(2)	(4)	(50)
Other income	**(30)**	**(24)**	20
Total other operating income and charges	**(3)**	**(30)**	(90)
Internal management charge[2]	**(16)**	**(38)**	(58)
Net operating income/(loss)	**(23)**	**85**	*
Operating expenses			
Employment expenses	(642)	(526)	22
Brokerage, commission and trading-related expenses	(5)	(3)	67
Other operating expenses	(144)	(159)	(9)
Total operating expenses	**(791)**	**(688)**	15
Tax expense	(621)	(355)	75
Macquarie Income Preferred Securities	(5)	(4)	25
Macquarie Income Securities	(18)	(21)	(14)
Non-controlling interests[3]	**-**	**-**	-
Net loss attributable to ordinary equity holders	**(1,458)**	**(983)**	48
Other metrics			
Headcount	55	81	(32)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holder.

The Corporate segment includes Group Treasury, head office and central support functions, as well as certain legacy assets and businesses that are no longer core for strategic reasons.

The Corporate segment's net loss contribution increased 48% to A$1,458 million for the year ended March 31, 2014 from A$983 million in the prior fiscal year mainly driven by increases in employment expenses and income tax expense.

Net interest and trading income

Net interest and trading income in the Corporate segment includes the net result of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, the funding costs associated with non-core investments held centrally and fair value movements on investments held to hedge liabilities under the Directors' Profit Share plan.

Net interest and trading income of A$126 million for the year ended March 31, 2014 decreased 23% from A$163 million in the prior fiscal year primarily due to reduced earnings on capital as a result of lower interest rates.

Fee and commission expense

Fee and commissions expenses primarily relate to internal transactions with operating groups that net out in their entirety on consolidation across MBL Group. External fee and commissions income are minimal. Fee and commission expense of A$122 million for the year ended March 31, 2014 compared to fee and commissions expense of A$14 million in the prior fiscal year.

Share of net losses of associates and joint ventures accounted for using the equity method

Share of net losses of associates and joint ventures of A$8 million for the year ended March 31, 2014 decreased from profits of A$4 million in the prior fiscal year. There were no individually significant items in either fiscal year.

Other operating income and charges

Net gains on sale of debt and equity securities

Net gains on sale of debt and equity securities of A$30 million for the year ended March 31, 2014 increased 76% from A$17 million in the prior fiscal year due to gains on the disposal of securities undertaken in managing the Group's liquidity.

Impairment charges on debt and equity securities

Impairment charges on debt and equity securities was A$2 million for the year ended March 31, 2014, a decrease of 89% from A$19 million in the prior fiscal year. The impairment charges for the year ended March 31, 2014 related to a number of legacy investments that are no longer strategic holdings.

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses of A$2 million for the year ended March 31, 2014 decreased 50% from A$4 million in the prior fiscal year and primarily related to investments in the real estate sector in both fiscal years.

Operating expenses

Employment expenses

Employment expenses in the Corporate segment relate to staff profit share, share based payments expense and the impact of fair value adjustments of DPS liabilities.

For the year ended March 31, 2014 employment expenses were A$642 million, an increase of 22% from A$526 million in the prior fiscal year. The increase was mainly due to the impact of the depreciation of the Australian dollar on offshore costs relative to the prior fiscal year, and higher staff compensation resulting from the improved performance of MBL.

Other operating expenses

Other operating expenses in the Corporate segment includes non-employment related operating costs of central support functions, offset by the recovery of central support function costs from the operating groups. Net recoveries from the operating groups decreased 9% from A$159 million in the prior fiscal year to A$144 million for the year ended March 31, 2014 due to lower professional fees and other central expenses.

Year ended March 31, 2013 compared to year ended March 31, 2012

Investors should note that during the year ended March 31, 2014, MBL Group restated the comparative information for the year ended March 31, 2013 to reflect the application of AASB 10, changes in internal funding arrangements and reclassifications relating to internal transactions, but was not required to restate the financial statements for earlier fiscal years. As a result, our financial statements for prior fiscal years have not been restated to reflect these changes and the financial information presented below (including for the year ended March 31, 2014) does not reflect these changes. See "Financial information presentation" for further information.

Results overview

	Year ended		
	Mar 13	**Mar 12**	**Movement**
	A$m	**A$m**	**%**
Financial performance summary			
Net interest income	1,428	1,603	(11)
Fee and commission income	1,556	1,344	16
Net trading income	1,278	999	28
Share of net profits of associates and joint ventures accounted for using the equity method	40	37	8
Other operating income and charges	342	728	(53)
Net operating income	**4,644**	**4,711**	(1)
Employment expenses	(1,511)	(1,507)	<1
Brokerage, commission and trading-related expenses	(566)	(611)	(7)
Occupancy expenses	(145)	(149)	(3)
Non-salary technology expenses	(88)	(96)	(8)
Other operating expenses	(1,305)	(1,465)	(11)
Total operating expenses	**(3,615)**	**(3,828)**	(6)
Operating profit before income tax	1,029	883	17
Income tax expense	(355)	(243)	46
Profit after income tax	674	640	5
Loss attributable to non-controlling interests	(3)	(5)	(40)
Profit attributable to equity holders of MBL	**671**	**635**	6
Distributions paid or provided for on Macquarie Income Securities	(21)	(26)	(19)
Profit attributable to ordinary equity holders of Macquarie Bank Limited	**650**	**609**	7

Profit attributable to ordinary equity holders of A$650 million for the year ended March 31, 2013 increased 7% from A$609 million in the prior fiscal year.

Macquarie's annuity style businesses – Macquarie Funds, Corporate & Asset Finance and Banking & Financial Services – continued to perform well. The combined net profit contribution of these businesses for the year ended March 31, 2013 was broadly in line with the prior fiscal year. Macquarie Funds was impacted by lower income from lending activities partially offset by increased base fees from higher Assets under Management. Corporate & Asset Finance's result had a lower level of income from asset sales in the year ended March 31, 2013 compared to the prior fiscal year, partially offset by increased income from an expanded operating lease portfolio. Banking & Financial Services' improved result was largely driven by cost reductions.

Macquarie's capital markets facing businesses – Macquarie Securities and Fixed Income, Currencies &

Commodities – delivered a combined net profit contribution that increased 36% on the prior fiscal year. Fixed Income, Currencies & Commodities experienced improved trading conditions in most markets, however trading income growth was offset by a significant increase in impairment charges compared to the prior fiscal year as weak investor sentiment and confidence in resource equity markets as well as underperformance of certain investments adversely impacted equity values of investments held by Fixed Income, Currencies & Commodities. Macquarie Securities benefited from the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the for the year ended March 31, 2013 and a decrease in operating expenses resulting from cost initiatives undertaken over the past two fiscal years.

Net operating income of A$4,644 million for the year ended March 31, 2013 decreased 1% from A$4,711 million in the prior fiscal year, and total operating expenses were down 6% from A$3,828 million in the prior fiscal year to A$3,615 million for the year ended March 31, 2013. Key drivers of the changes from the prior fiscal year were:

- A 28% increase in net trading income to A$1,278 million for the year ended March 31, 2013 from A$999 million in the prior fiscal year primarily in Fixed Income, Currencies & Commodities with the business experiencing improved market conditions across most markets, particularly energy, agricultural, credit and financial markets. In comparison, the prior fiscal year was adversely impacted by extreme volatility and uncertainty, particularly in credit and financial markets.

- A 16% increase in fee and commission income to A$1,556 million for the year ended March 31, 2013 from A$1,344 million in the prior fiscal year. Brokerage and commissions income of A$364 million for the year ended March 31, 2013 increased 18% from A$308 million in the prior fiscal year, primarily due to the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

- A 53% decrease in other operating income and charges to A$342 million for the year ended March 31, 2013 from A$728 million in the prior fiscal year. The decrease was due to:

  - the prior fiscal year benefitted from a number of items including a gain of A$104 million on the sale of a North American oil asset;

  - an increase in aggregate impairment charges on investment securities available-for-sale and interests in associates and joint ventures of 91% to A$197 million for the year ended March 31, 2013 from A$103 million in the prior fiscal year. In particular, weak investor sentiment and confidence in resource equity markets as well as underperformance of certain investments adversely impacted equity values of investments held by Fixed Income, Currencies & Commodities; and

  - reduced income from investments in non-financial operations and Net Profit Interests within Fixed Income, Currencies & Commodities that were sold in the prior fiscal year.

- A 6% reduction in total operating expenses achieved as a result of cost management initiatives undertaken over the past two fiscal years, including the centralization of support functions to generate scale benefits through improved operational efficiencies and the scaling back or exiting of selected businesses.

Income tax expense for the year ended March, 31 2013 was A$355 million, up 46% from A$243 million in the prior fiscal year due to a combination of higher operating profit before income tax as well as increased profitability in the United States, the write-down of certain international group tax assets and increased provisioning for tax uncertainties. See "— Results analysis — Income tax expense" for further information.

Results analysis

MBL Group presents the information below relating to our financial results on a consolidated MBL Group basis.

Net interest and trading income

	Year ended		
	Mar 13	Mar 12	Movement
	A$m	A$m	%
Net interest income	1,428	1,603	(11)
Net trading income	1,278	999	28
Net interest and trading income	**2,706**	**2,602**	4

Net interest income and net trading income are recorded in accordance with Australian Accounting Standards with net interest income brought to account using the effective interest method and net trading income predominantly comprising gains and losses relating to trading assets and liabilities, realized and unrealized fair value changes and foreign exchange movements.

For businesses that predominantly earn income from trading activities (Macquarie Securities and Fixed Income, Currencies & Commodities), the relative contribution of net interest income and trading income from trading activities can vary from period to period depending on the underlying trading strategies undertaken by Macquarie and its clients.

For businesses that predominantly earn income from lending activities (Corporate & Asset Finance and Banking & Financial Services), derivatives that economically hedge interest rate risk are required to be carried at fair value through net trading income unless they form part of a qualifying hedge relationship. Hedge relationships are generally only recognized at a total consolidated level; however, for segment reporting derivatives are accrual accounted in the Operating Segments and changes in fair value are recognized within the Corporate segment.

The presentation of net interest income and net trading income separately can distort the analysis of the underlying activities and drivers. For example, in Corporate & Asset Finance, interest rate swaps are entered into to hedge the interest rate risk associated with finance leases. The finance lease interest income and associated funding costs are recognized in net interest income but the related swap is recognized in net trading income. Accordingly, net interest income and net trading income are presented and discussed below in aggregate for each Operating Segment, which management believes presents a more consistent overview of business performance and drivers.

See "— Segment analysis — Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)" and "— Segment analysis — Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)" for further discussion of MBL's trading activities.

	Year ended		
	Mar 13	Mar 12	Movement
	A$m	A$m	%
Macquarie Funds[1]	59	147	(60)
Corporate & Asset Finance	569	582	(2)
Banking & Financial Services	733	704	4
Macquarie Securities[2]	186	213	(13)
Fixed Income, Currencies & Commodities[3]			
Commodities[4]	693	533	30
Credit, interest rates and foreign exchange	394	303	30
Corporate[5]	72	120	(40)
Net interest and trading income	**2,706**	**2,602**	4

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

3 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

4 Includes fair value adjustments relating to various tolling agreements, capacity contracts and transportation agreements as part of its commodity trading and hedging strategies. The contracts and agreements, which are managed on a fair value basis for financial and risk management purposes, are required to be accounted for on an accruals basis for statutory reporting purposes.

5 The Corporate segment includes earnings on capital, group treasury operations, certain corporate costs not recharged to operating businesses, employment related costs, options expense, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges. During the year ended March 31, 2013, the legacy assets of the former Real Estate Banking division were also transferred to the Corporate segment.

Net interest and trading income of A$2,706 million increased 4% from A$2,602 million in the prior fiscal year. Increased income from improved trading conditions in Fixed Income, Currencies & Commodities was partially offset by reduced income from the provision of financing facilities to external funds and their investors within Macquarie Funds and lower income in Macquarie Securities due to continued weak demand for products as most markets remained subdued.

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

Net interest and trading income in Macquarie Funds includes income on specialized retail products, interest income from the provision of financing facilities to external funds and their investors and the funding cost of principal investments.

Net interest and trading income of A$59 million for the year ended March 31, 2013 decreased 60% from income of A$147 million in the prior fiscal year. The decrease in net interest and trading income was due to lower demand for financing facilities from external funds and their investors and maturities in the retail loan book.

Corporate & Asset Finance

Net interest and trading income in Corporate & Asset Finance predominantly relates to income from the corporate lending and asset financing portfolios in addition to the funding costs associated with assets subject to operating leases.

Net interest and trading income of A$569 million for the year ended March 31, 2013 decreased 2% from A$582 million in the prior fiscal year. The decrease was mainly due to an increase in funding costs, largely offset by growth of the loan and finance lease portfolios to A$17.1 billion at March 31, 2013, up 9% from A$15.7 billion at March 31, 2012. The growth in the loan and finance lease portfolios was predominantly in the motor vehicle lease portfolio.

Banking & Financial Services

Net interest and trading income in Banking & Financial Services relates to interest income earned from the loan portfolio that primarily comprises residential mortgages in Australia, Canada and the United States, as well as loans to Australian and Canadian businesses, loans on capital protected products, insurance premium funding and credit cards. Banking & Financial Services also generates income from deposits by way of a deposit premium paid to Banking & Financial Services by Group Treasury, which uses the deposits as a source of funding for MBL Group.

Net interest and trading income was A$733 million for the year ended March 31, 2013, an increase of 4% from A$704 million in the prior fiscal year due to a larger retail deposits base, partially offset by an overall reduction in the loan portfolio.

Retail deposits were A$31.0 billion at March 31, 2013, up 7% from A$29.0 billion at March 31, 2012.

The total loan portfolio was A$23.1 billion at March 31, 2013, a decrease of 3% from A$23.7 billion at March 31, 2012 primarily due to a reduction in the Canadian loan portfolio, which was partially offset by a 9% increase in the Australian mortgage portfolio to A$11.8 billion at March 31, 2013 from A$10.8 billion at March 31, 2012 resulting from increased lending activity.

The Canadian loan portfolio, which includes mortgages, margin loans and capital protected products, closed at A$6.8 billion at March 31, 2013, down 21% from A$8.6 billion at March 31, 2012. This was mainly due to a decrease in Canadian mortgages as the portfolio is in run off, and the sale of the Canadian Macquarie Premium Funding business to Wintrust Financial Corporation in May 2012.

Macquarie Securities

Net interest and trading income in Macquarie Securities relates to trading income from institutional and retail equity derivative products and stock borrow and lending activities.

Net interest and trading income was A$186 million for the year ended March 31, 2013, a decrease of 13% from A$213 million in the prior fiscal year.

Income from derivatives and other structured products was adversely impacted by the continued wind down of legacy businesses.

Fixed Income, Currencies & Commodities

Net interest and trading income in Fixed Income, Currencies & Commodities is earned from a broad range of financial markets activities including trading, financing and the provision of risk management solutions to clients.

Commodities trading income

Commodities trading income was A$693 million for the year ended March 31, 2013, an increase of 30% from A$533 million in the prior fiscal year.

The Energy Markets division experienced solid revenues across its global platform due to strong customer flow and trading opportunities, particularly in the global oil, U.S. power and U.S. gas businesses.

Improved trading conditions in agricultural markets due to increased volatility during the northern hemisphere summer resulted in improved customer flow from certain sectors and increased income for the year ended March 31, 2013 compared to the prior fiscal year.

The effect of these improved market conditions was partially offset by challenging conditions in the metals markets, which suffered from reduced volatility, dampening both trading results and client hedging activity. However, increased marketing coverage in the base metals business in Europe resulted in improved client flow.

Credit, interest rates and foreign exchange trading income

Trading income from credit, interest rates and foreign exchange products of A$394 million for the year ended March 31, 2013 increased 30% from A$303 million in the prior fiscal year. The result represented a significant improvement on the prior fiscal year, which was adversely impacted by extreme volatility and concerns over the global outlook. The improved credit environment led to more client activity, increased liquidity and higher levels of debt origination and issuances.

Corporate

Net interest and trading income in the Corporate segment includes the net result of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, the funding costs associated with non-core investments held centrally and fair value movements on investments held to hedge liabilities under the Directors' Profit Share (DPS) plan.

Net interest and trading income of A$72 million for the year ended March 31, 2013 decreased 40% from A$120 million in the prior fiscal year primarily due to lower earnings on capital due to a reduction in interest rates.

Fee and commission income

	Year ended		
	Mar 13	**Mar 12**	**Movement**
	A$m	**A$m**	**%**
Fee and commission income			
Base fees	639	594	8
Performance fees	25	30	(17)
Mergers and acquisitions, advisory and underwriting fees	41	43	(5)
Brokerage and commissions	364	308	18
Income from life investment contracts and other unit holder investment assets	80	71	13
Other fee and commission income	407	298	37
Total fee and commission income	**1,556**	**1,344**	16

Base and performance fees

Base fees of A$639 million for the year ended March 31, 2013 increased 8% from A$594 million in the prior fiscal year. In Macquarie Funds, base fees increased from A$561 million to A$611 million due to an increase in Assets under Management due to positive market and valuation movements and the transfer of Macquarie Professional Series from Banking & Financial Services to Macquarie Funds from October 1, 2012. See "Macquarie Bank Limited — Funds management business — Assets under Management" for further discussion on the movements in Assets under Management during the period.

Performance fees of A$25 million for the year ended March 31, 2013 decreased 17% from A$30 million in the prior fiscal year. This fee was earned primarily due to performance fees as a result of Quant Hedge Funds outperforming their respective benchmarks.

Brokerage and commission

Brokerage and commission income of A$364 million for the year ended March 31, 2013 increased 18% from A$308 million in the prior fiscal year mainly driven by improved results in Macquarie Securities, driven by the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

Other fee and commission income

Other fee and commission income of A$407 million for the year ended March 31, 2013 increased 37% from A$298 million in the prior fiscal year. Macquarie Securities reported an increase due to the wind down of a legacy business resulting in a reduction in the services provided to MBL Group by MGL Group service entities, resulting in a reduction in internal transfer pricing charges paid as compensation for services provided. Macquarie Funds' other fee and commission income increased primarily due to increased distribution service fees from underlying funds and an increase in true index fees earned on the fixed income portfolio.

Share of net profits of associates and joint ventures

	Year ended		
	Mar 13	Mar 12	Movement
	A$m	A$m	%
Share of net profits of associates and joint ventures accounted for using the equity method	**40**	**37**	8

Share of net equity accounted profits of associates and joint ventures of A$40 million for the year ended March 31, 2013 increased 8% from A$37 million in the prior fiscal year. The result reflects the underlying performance of associates and joint ventures. There was no individual investment that was the principal driver of the increase.

Other operating income and charges

	Year ended		
	Mar 13	Mar 12	Movement[1]
	A$m	A$m	%
Net gains on sale of investment securities available-for-sale	98	180	(46)
Impairment charge on investment securities available-for-sale	170	(53)	221
Net gains on sale of associates and joint ventures	51	8	*
Impairment charge on interest in associates and joint ventures	(27)	(50)	(46)
Gain on change of ownership interests	-	37	(100)
Gain on sale of non-financial assets	-	104	(100)
Impairment charge on non-financial assets	(27)	(40)	(33)
Net operating lease income	417	381	9
Investment securities available-for -sale	19	21	(10)
Management fees, group service charges and cost recoveries	-	-	-
Collective allowance for credit losses written back /(provided for) during the period	7	(3)	*
Specific provisions	(157)	(125)	26
Other income	131	268	(51)
Total other operating income and charges	**342**	**728**	(53)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

Total other operating income and charges of A$342 million for the year ended March 31, 2013 decreased 53% from A$728 million in the prior fiscal year.

Net gains on sale of investment securities (including available-for-sale, associates and joint ventures) of A$149 million for the year ended March 31, 2013 decreased 21% from A$188 million in the prior fiscal year. The net gains for the year ended March 31, 2013 predominantly related to sales of resources sector investments in Fixed Income, Currencies & Commodities.

Impairment charges on investment securities available-for-sale, associates, joint ventures and non-financial assets of A$224 million in the year ended March 31, 2013 increased 57% from A$143 million in the prior fiscal year. Weak investor sentiment and confidence in resource equity markets as well as the underperformance of certain investments adversely impacted equity values of investments held by Fixed Income, Currencies & Commodities.

The gain on change of ownership interests in the prior fiscal year of A$37 million was generated on the re-measurement of retained investments due to MBL losing control of Energy Assets Limited in an initial public offering. On reclassification, the retained stake was required to be re-measured to fair value.

The gain on sale of non-financial assets in the prior fiscal year of A$104 million related to the sale of a Net Profit Interest in a North American oil asset in the energy sector by Fixed Income, Currencies & Commodities.

Net operating lease income of A$417 million for the year ended March 31, 2013 increased 9% from A$381 million in the prior fiscal year mainly due to the full year contribution from the acquisition of the OnStream UK meters business in October 2011 and the acquisition of a European rail leasing portfolio in January 2013. The impact of these acquisitions was partially offset by reduced lease income from the aviation leasing portfolio following the sale of leased aircraft engines in the prior fiscal year and the sale of aircraft in each year.

Net charges for specific and collective provisions were A$150 million for the year ended March 31, 2013, an increase of 17% from A$128 million in the prior fiscal year. This was primarily due to an increase in impairment charges on loan assets in the resources sector in Fixed Income, Currencies & Commodities.

Other income of A$131 million for the year ended March 31, 2013 decreased 51% from A$268 million in the prior fiscal year. In Fixed Income, Currencies & Commodities, other income was A$26 million for the year ended March 31, 2013, a decrease of 72% from A$93 million in the prior fiscal year mainly due to reduced income from Net Profit Interests and non-financial operations that were sold in the prior fiscal year, including a North American oil asset and Energy Assets Limited. In Corporate & Asset Finance, other income was A$70 million for the year ended March 31, 2013, a decrease of 37% from A$111 million in the prior fiscal year, which included income from the sale of the aircraft engines operating lease portfolio. Both the current and prior fiscal years included profits from the sale of an aircraft.

Operating expenses

	Year ended		
	Mar 13	Mar 12	Movement
	A$m	A$m	%
Operating expenses			
Employment expenses:			
Salary and salary related costs including commissions, superannuation and performance-related profit share	(1,396)	(1,391)	<1
Share based payments	(113)	(106)	7
Provision for annual leave	(1)	(9)	(89)
Provision for long service leave	(1)	(1)	-
Total employment expenses	**(1,511)**	**(1,507)**	<1
Brokerage, commission and trading related expenses	(566)	(611)	(7)
Occupancy expenses	(145)	(149)	(3)
Non-salary technology expenses	(88)	(96)	(8)
Professional fees	(167)	(151)	11
Travel and entertainment expenses	(60)	(65)	(8)
Advertising and communication expenses	(67)	(70)	(4)
Other expenses	(1,011)	(1,179)	(14)
Total operating expenses	**(3,615)**	**(3,828)**	(6)

Total employment expenses of A$1,511 million for the year ended March 31, 2013 were broadly in line with A$1,507 million in the prior fiscal year.

Brokerage, commission and trading related expenses of A$566 million for the year ended March 31, 2013 decreased 7% from A$611 million in the prior fiscal year, reflecting the impact of recent trading conditions. Macquarie Securities was especially impacted by the reduction in trading activity due to the wind down of legacy products.

Other operating expenses, which includes occupancy expenses, non-salary technology expenses, professional fees, travel and entertainment, advertising and communication expenses and other expenses, in aggregate decreased 10% compared to the prior fiscal year. The decrease was mainly due to the full year effect of cost management initiatives undertaken in the prior fiscal year, partially offset by increased costs associated with targeted growth areas and the cost of investing in compliance related activities in response to global regulatory changes.

Headcount

	Year ended Mar 13	Mar 12	Movement
Headcount by operating group			%
Macquarie Funds	984	1,015	(3)
Corporate & Asset Finance	938	925	1
Banking & Financial Services	2,848	3,112	(8)
Macquarie Securities	148	75	97
Fixed Income, Currencies & Commodities	796	806	(1)
Total headcount — operating groups	**5,714**	**5,933**	(4)
Total headcount — Corporate	**81**	**100**	(19)
Total headcount	**5,795**	**6,033**	(4)
Headcount by region			
Australia	3,313	3,540	(6)
International:			
Americas	1,797	1,869	(4)
Asia	329	268	23
Europe, Middle East and Africa	356	356	-
Total headcount — International	**2,482**	**2,493**	(<1)
Total headcount	**5,795**	**6,033**	(4)
International headcount ratio (%)	43	41	

Total headcount of 5,795 as at March 31, 2013 decreased 4% from 6,033 as at March 31, 2012. The decrease was driven by cost management initiatives and the scaling back or exiting of selected businesses.

Income tax expense

	Year ended Mar 13 A$m	Mar 12 A$m
Operating profit before income tax	1,029	883
Prima facie tax @ 30%	309	265
Income tax permanent differences	46	(22)
Income tax expense	355	243
Effective tax rate (%)[1]	**34.6%**	**27.7%**

[1] The effective tax rate is calculated on net profit before tax and after non-controlling interests. Non-controlling interests reduced net profit before tax by A$3 million for the year ended March 31, 2013 (Year ended March 31, 2012: A$5 million). The effective tax rate differs from the Australian company tax rate due to permanent differences arising from the income tax treatment of certain income and expenses as well as tax rate differentials on some of the income earned offshore.

The effective tax rate for the year ended March 31, 2013 was 34.6%, which increased from 27.7% in the prior fiscal year. The increase was largely due to:

- operating profit before income tax for the year ended March 31, 2013 was A$1,029 million, up 17% from A$883 million in the prior fiscal year;
- profitability in the United States increased during the year ended March 31, 2013 as a result of strong performances from businesses in the region. Income derived in the United States is typically taxed at rates higher than in Australia with combined federal, state and city taxes generally resulting in an overall tax rate in excess of 40%;
- the write down of international group tax assets, particularly in Asia; and
- increased provisioning for tax uncertainties.

Segment overview

Summary of segment results

	Macquarie Funds[1]	Banking & Financial Services	Fixed Income, Currencies & Commodities[2]	Macquarie Securities[3]	Corporate & Asset Finance	Corporate[4]	Total
	A$m	A$m	A$m	A$m	A$m	A$m	A$m
Year ended March 31, 2013							
Net interest and trading income	59	733	1,087	186	569	72	2,706
Fee and commission income/(expense)	798	645	75	16	37	(15)	1,556
Share of net profits/(losses) of associates and JVs accounted for using the equity method	10	3	26	-	(3)	4	40
Other operating income and charges	28	(8)	(78)	-	430	(30)	342
Internal management revenue/(charges)	8	9	17	1	3	(38)	-
Net operating income	**903**	**1,382**	**1,127**	**203**	**1,036**	**(7)**	**4,644**
Total operating expenses	**(572)**	**(1,047)**	**(694)**	**(262)**	**(352)**	**(688)**	**(3,615)**
Profit /(loss) before tax	331	335	433	(59)	684	(695)	1,029
Tax expense	-	-	-	-	-	(355)	(355)
Profit/(loss) attributable to non-controlling interests	1	-	-	-	-	(4)	(3)
Profit attributable to equity holders	**332**	**335**	**433**	**(59)**	**684**	**(1,054)**	**671**
Distributions paid or provided for on MIS	-	-	-	-	-	(21)	(21)
Net profit/(loss) contribution	**332**	**335**	**433**	**(59)**	**684**	**(1,075)**	**650**

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 The Corporate segment includes earnings on capital, group treasury operations, certain corporate costs not recharged to operating businesses, employment related costs, options expense, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges. During the year ended March 31, 2013, the legacy assets of the former Real Estate Banking division were also transferred to the Corporate segment.

	Macquarie Funds[1]	Banking & Financial Services	Fixed Income, Currencies & Commodities[2]	Macquarie Securities[3]	Corporate & Asset Finance	Corporate[4]	Total
	A$m	A$m	A$m	A$m	A$m	A$m	A$m
Year ended March 31, 2012							
Net interest and trading income	147	704	836	213	582	120	2,602
Fee and commission income/(expense)	718	687	82	(121)	31	(53)	1,344
Share of net profits/(losses) of associates and JVs accounted for using the equity method	(2)	1	17	-	5	16	37
Other operating income and charges	73	(22)	297	-	429	(49)	728
Internal management revenue/(charges)	10	1	17	3	24	(55)	-
Net operating income	**946**	**1,371**	**1,249**	**95**	**1,071**	**(21)**	**4,711**
Total operating expenses	**(586)**	**(1,094)**	**(769)**	**(300)**	**(369)**	**(710)**	**(3,828)**
Profit/(loss) before tax	360	277	480	(205)	702	(731)	883
Tax expense	-	-	-	-	-	(243)	(243)
Profit/(loss) attributable to non-controlling interests	3	-	-	-	(3)	(5)	(5)
Profit attributable to equity holders	**363**	**277**	**480**	**(205)**	**699**	**(979)**	**635**
Distributions paid or provided for on MIS	-	-	-	-	-	(26)	(26)
Net profit/(loss) contribution	**363**	**277**	**480**	**(205)**	**699**	**(1,005)**	**609**

1 Macquarie Funds as reported for MBL Group excludes the Macquarie Infrastructure and Real Assets division that remains part of the Non-Banking Group.

2 Fixed Income, Currencies & Commodities as reported for MBL Group excludes certain assets of the Credit Trading business and some other less financially significant activities that remains part of the Non-Banking Group.

3 Macquarie Securities as reported for MBL Group excludes the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions that remains part of the Non-Banking Group.

4 The Corporate segment includes earnings on capital, group treasury operations, certain corporate costs not recharged to operating businesses, employment related costs, options expense, income tax expense, profit attributable to non-controlling interests and internal management accounting adjustments and charges. During the year ended March 31, 2013, the legacy assets of the former Real Estate Banking division were also transferred to the Corporate segment.

Basis of preparation

MBL Group segments

AASB 8 "Operating Segments" requires the "management approach" to disclosing information about MBL's reportable segments. The financial information is reported on the same basis as used internally by senior management for evaluating operating segment performance and for deciding how to allocate resources to operating segments. Such information may be produced using different measures to that used in preparing the income statement.

For internal reporting, performance measurement and risk management purposes, MBL Group is divided into five operating groups:

- Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities);

- Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions);

- Banking & Financial Services;

- Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division); and

- Corporate & Asset Finance.

In addition, there is a Corporate segment which includes Group Treasury, head office and central support functions, as well as certain legacy assets and businesses that are no longer core for strategic reasons. Items of income and expense within the Corporate segment include the net impact of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, earnings from non-core investments, costs of central support functions, income tax expense and distributions to holders of MIS and MIPS.

Central support functions recover their costs from Operating Groups on either a time and effort allocation basis or a fee for service basis. Central support functions include Corporate Operations, Financial Management, Risk Management, Group Legal and Governance and Central Executive.

Business and asset transfers

Since March 31, 2012 there have been a number of business and asset transfers between Operating Segments. These transfers were undertaken to better align the relevant assets with the expertise in each operating group. As part of this realignment, the Real Estate Banking division is now reported as part of the Corporate segment. Except as noted below, comparative information presented in this document has been restated to reflect the current operating structure in accordance with AASB 8 "Operating Segments". Comparative information under "— Year ended March 31, 2012 compared to year ended March 31, 2011" has not been restated to reflect the current operating group structure.

Internal transactions

All transactions and transfers between segments are determined on an arm's length basis and are included within the relevant categories of income. These transactions eliminate on aggregation/consolidation. Below is a selection of the key policies.

Internal funding arrangements

Group Treasury has the responsibility for maintaining the funding for MBL, and Operating Groups obtain funding from Group Treasury. The interest rates charged by Group Treasury are determined by the currency and term of the funding and are fully costed.

Generally Operating Groups may only source funding directly from external sources when there is recourse only to the assets being funded and not to MBL.

Deposits are a funding source for MBL. Banking & Financial Services receives a deposit premium from Group Treasury on deposits they generate. This deposit premium is included within net interest and trading income for segment reporting purposes.

Transactions between operating groups

Operating Groups that enter into arrangements with other Operating Groups must do so on commercial terms. There is a requirement for accounting symmetry in such transactions.

Internal transactions are recognized in each of the relevant categories of income and expense as appropriate.

Internal management revenue/charges

Internal management revenue/charges are primarily used to recognize an Operating Group's contribution to income tax expense and benefits. Non-assessable income generated by an Operating Group results in management revenue added to that group's operating result. Conversely a non-deductible expense results in a charge to the operating result. These internal management revenue/charges are offset by an equal and opposite amount recognized in the Corporate segment such that on aggregation the total nets to nil.

Presentation of segment income statements

The income statements in the following pages for each of the reported segments are in some cases summarized by grouping non-material balances together. Where appropriate, all material or key balances have been reported separately to provide users with information relevant to the understanding of MBL's financial performance.

Segment analysis

Macquarie Funds (excluding the Macquarie Infrastructure and Real Assets division)

	Year ended Mar 13 A$m	Year ended Mar 12 A$m	Movement[1] %
Net interest and trading income	**59**	**147**	(60)
Fee and commission income			
Base fees	611	561	9
Performance fees	25	25	-
Mergers and acquisitions, advisory and underwriting fees	-	2	(100)
Brokerage and commissions	4	5	(20)
Other fee and commission income	158	125	26
Total fee and commission income	**798**	**718**	11
Share of net profits/(losses) of associates and joint ventures accounted for using the equity method	**10**	**(2)**	*
Other operating income and charges			
Net gains on sale of equity investments	7	51	(86)
Impairment charge on equity investments and non-financial assets	-	(25)	(100)
Gain on change of ownership interest	-	-	-
Specific provisions and collective allowance for credit losses	(7)	-	*
Other income	28	47	(40)
Total other operating income and charges	**28**	**73**	(62)
Internal management revenue[2]	**8**	**10**	(20)
Net operating income	**903**	**946**	(5)
Operating expenses			
Employment expenses	(178)	(186)	(4)
Brokerage and commission expenses	(124)	(120)	3
Other operating expenses	(270)	(280)	(4)
Total operating expenses	**(572)**	**(586)**	(2)
Non-controlling interests[3]	1	3	(67)
Net profit contribution	**332**	**363**	(9)
Other metrics			
Assets under Management (A$ billion)	247.0	230.8	7
Headcount	984	1,015	(3)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holders.

Macquarie Funds' net profit contribution of A$332 million for the year ended March 31, 2013 decreased 9% from A$363 million in the prior fiscal year. The result was primarily driven by lower demand for financing facilities from external funds and their investors, which resulted in reduced net interest and trading income partially offset by growth in annuity base fee income, as well as lower operating expenses.

Net interest and trading income

Net interest and trading income of A$59 million for the year ended March 31, 2013 decreased 60% from A$147 million in the prior fiscal year. The decrease in net interest and trading income was due to lower demand for financing facilities from external funds and their investors and maturities in the retail loan book**.**

Fee and commission income

Base fees

Base fee income of A$611 million for the year ended March 31, 2013 increased 9% from A$561 million in the prior fiscal year. This was primarily driven by an increase in Assets under Management due to positive market and valuation movements and the transfer of Macquarie Professional Series from Banking & Financial Services from October 1, 2012.

Performance fees

Performance fee income of A$25 million for the year ended March 31, 2013 was consistent with the prior fiscal year. This was primarily due to performance fees as a result of Quant Hedge Funds outperforming their respective benchmarks.

Other fee and commission income

Other fee and commission income includes distribution service fees, structuring fees, capital protection fees and income from True Index products. Distribution service fees were offset by associated expenses that, for accounting purposes, were recognized in brokerage and commissions expense.

Other fee and commission income of A$158 million for the year ended March 31, 2013 increased 26% from A$125 million in the prior fiscal year primarily due to increased distribution service fees from underlying funds and an increase in true index fees earned on the fixed income portfolio.

Share of net profits/(losses) of associates and joint ventures accounted for using the equity method

Share of net profits/(losses) of associates and joint ventures of A$10 million for the year ended March 31, 2013 increased from a loss of A$2 million in the prior fiscal year. The increase was primarily driven by positive revaluations of seed investments.

Other operating income and charges

Net gains on sale of equity investments

Net gains on sale of equity investments of A$7 million for the year ended March 31, 2013 primarily related to the sale of a number of small principal investments. This was partially offset by a loss on the disposal of an investment in a residential real estate investment business.

Operating expenses

Total operating expenses of A$572 million for the year ended March 31, 2013 decreased 2% from A$586 million in the prior fiscal year. The decline was primarily driven by lower technology and occupancy costs, particularly due to the completion of IT projects, and the realization of operational efficiencies.

Banking & Financial Services

	Year ended Mar 13 A$m	Year ended Mar 12 A$m	Movement[1] %
Net interest and trading income	**733**	**704**	4
Fee and commission income			
Base fees	**28**	**33**	(15)
Brokerage and commissions	214	217	(1)
Other fee and commission income	340	379	(10)
Income from life insurance business and other unit holder businesses	63	58	9
Total fee and commission income	**645**	**687**	(6)
Share of net profits of associates and joint ventures accounted for using the equity method	**3**	**1**	200
Other operating income and charges			
Net (losses)/ gains on sale of equity investments	2	1	100
Impairment charge on equity investments	(6)	(5)	20
Specific provisions and collective allowance for credit losses	(37)	(33)	12
Other income	33	15	120
Total other operating income and charges	**(8)**	**(22)**	(64)
Internal management revenue[2]	**9**	**1**	*
Net operating income	**1,382**	**1,371**	1
Operating expenses			
Employment expenses	(433)	(453)	(4)
Brokerage and commission expenses	(158)	(164)	(4)
Other operating expenses	(456)	(477)	(4)
Total operating expenses	**(1,047)**	**(1,094)**	(4)
Net profit contribution	**335**	**277**	21
Other metrics			
Funds under management/advice/administration (A$ billion)[3]	123.0	118.3	4
Loan portfolio (A$ billion)[4]	23.1	23.7	(3)
Retail deposits (A$ billion)	31.0	29.0	7
Headcount	2,848	3,112	(8)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 Funds under management/advice/administration includes Assets under Management plus items such as funds on Banking & Financial Services platforms (*e.g.* ,Wrap Funds under Administration), total Banking & Financial Services loan and deposit portfolios, CHESS holdings of Banking & Financial Services clients, and funds under advice (*e.g.* , assets under advice of Macquarie Private Bank).

4 The loan portfolio primarily comprises residential mortgages in Australia, Canada and the United States, as well as loans to Australian and Canadian businesses, loans on capital protected products, insurance premium funding and credit cards.

Banking & Financial Services' net profit contribution of A$335 million for the year ended March 31, 2013 increased 21% from A$277 million in the prior fiscal year. The combined effect of growth in volumes, especially cash and Macquarie Relationship Banking's loans and deposits, reduced operating expenses and gains from the divestment of non-core businesses were key contributors to the improved result.

Net interest and trading income

Net interest and trading income of A$733 million for the year ended March 31, 2013 increased 4% from A$704 million in the prior fiscal year due to a larger retail deposits base, which was partially offset by an overall reduction in the loan portfolio.

Retail deposits increased 7% to A$31.0 billion at March 31, 2013 from A$29.0 billion at March 31, 2012.

The loan portfolio primarily comprises residential mortgages in Australia, Canada and the United States, as well as loans to Australian and Canadian businesses, loans on capital protected products, insurance premium funding and credit cards. The total loan portfolio of A$23.1 billion at March 31, 2013 decreased 3% from A$23.7 billion at March 31, 2012, primarily due to a reduction in the Canadian loan portfolio, which was partially offset by an increase to the Australian mortgage portfolio of 9% to A$11.8 billion at March 31, 2013 from A$10.8 billion at March 31, 2012 resulting from increased lending activity.

The Canadian loan portfolio, which includes mortgages, margin loans and capital protected products, closed at A$6.8 billion at March 31, 2013, down 21% from A$8.6 billion at March 31, 2012. This was mainly due to a decrease in Canadian mortgages as the portfolio is in run off, and the sale of the Canadian Macquarie Premium Funding business to Wintrust Financial Corporation in May 2012.

Fee and commission income

Base fees

Base fee income of A$28 million for the year ended March 31, 2013 decreased 15% from A$33 million in the prior fiscal year due to the closure of some retail managed funds.

Brokerage and commissions

Brokerage and commission income of A$214 million for the year ended March 31, 2013 decreased 1% from A$217 million in the prior fiscal year. Although global equity markets strengthened in the second half of the year ended March 31, 2013, full year trading volumes were down marginally for that fiscal year.

Other fee and commission income

Other fee and commission income of A$340 million for the year ended March 31, 2013 decreased 10% from A$379 million in the prior fiscal year. Other fee and commission income relates to fees earned on a range of Banking & Financial Services' products including the Australian Wrap Platform, mortgages and financial planning software. The decrease from the prior fiscal year was mostly due to the sale of the COIN institutional business in August 2012 and the transfer of Macquarie Professional Series from Banking & Financial Services to Macquarie Funds from October 1, 2012.

Funds under Administration on the Australian Wrap platform closed at A$25.1 billion on March 31, 2013, an increase of 14% from A$22.0 billion at March 31, 2012 mainly due to market movements.

Income from life insurance business and other unit holder businesses

Income from life insurance business and other unit holder businesses of A$63 million for the year ended March 31, 2013 increased 9% from A$58 million in the prior fiscal year primarily due to growth in the insurance inforce book, which grew to A$155 million at March 31, 2013 from A$125 million at March 31, 2012. This was partially offset by a decrease in retail superannuation funds under management.

The inforce book is the aggregate annualized life insurance premium payable for policies issued by the life company at the balance date.

Other operating income and charges

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses of A$37 million for the year ended March 31, 2013 increased 12% from A$33 million in the prior fiscal year, which included the write back of some loans in Macquarie Relationship Banking.

Other income

Other income of A$33 million for the year ended March 31, 2013 increased 120% from A$15 million in the prior fiscal year mainly due to gains on the sale of the Canadian Macquarie Premium Funding business in May 2012 and the COIN institutional business in August 2012.

Operating expenses

Total operating expenses of A$1,047 million for the year ended March 31, 2013 decreased 4% from A$1,094 million in the prior fiscal year.

Employment expenses

Employment expenses of A$433 million for the year ended March 31, 2013 were down 4% from A$453 million in the prior fiscal year largely due to reduced headcount resulting from business divestments and internal restructures.

Brokerage and commission expenses

Brokerage and commission expenses, which are mainly paid to external advisers for product distribution, were A$158 million for the year ended March 31, 2013, down 4% from A$164 million in the prior fiscal year largely due to the transfer of Macquarie Professional Series from Banking & Financial Services to Macquarie Funds from October 1, 2012 and the sale of the Canadian Macquarie Premium Funding business. The decrease was partially offset by increased brokerage and commission expense paid on higher volumes in the Australian Macquarie Premium Funding business and higher cash balances**.**

Other operating expenses

Other operating expenses of A$456 million for the year ended March 31, 2013 decreased 4% from A$477 million in the prior fiscal year mainly due to the impact of business divestments and cost management initiatives.

Corporate & Asset Finance

	Year ended		
	Mar 13	Mar 12	Movement[1]
	A$m	A$m	%
Net interest and trading income	**569**	**582**	(2)
Fee and commission income	**37**	**31**	19
Share of net (losses)/profits of associates and joint ventures accounted for using the equity method	**(3)**	**5**	*
Other operating income and charges			
Impairment charge on equity investments and non-financial assets	(5)	(13)	(62)
Net operating lease income	415	381	9
Specific provisions and collective allowance for credit losses	(50)	(50)	-
Other income	70	111	(37)
Total other operating income and charges	**430**	**429**	<1
Internal management revenue[2]	**3**	**24**	(88)
Net operating income	**1,036**	**1,071**	(3)
Operating expenses			
Employment expenses	(150)	(161)	(7)
Brokerage and commission expenses	(14)	(16)	(13)
Other operating expenses	(188)	(192)	(2)
Total operating expenses	**(352)**	**(369)**	(5)
Non-controlling interests[3]	-	(3)	(100)
Net profit contribution	**684**	**699**	(2)
Other metrics			
Loan and finance lease portfolio (A$ billion)	17.1	15.7	9
Operating lease portfolio (A$ billion)	5.1	4.7	9
Headcount	938	925	1

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holder.

Corporate & Asset Finance's net profit contribution of A$684 million for the year ended March 31, 2013 decreased 2% from A$699 million in the prior fiscal year. The decrease was predominantly due to the effect of the sale of aviation operating lease assets in the prior fiscal year, offset by the full year contribution from the acquisition of the OnStream UK meters business in October 2011 and growth in the motor vehicle lease portfolio.

Net interest and trading income

Net interest and trading income of A$569 million for the year ended March 31, 2013 decreased 2% from A$582 million in the prior fiscal year. The decrease was mainly due to an increase in funding costs, largely offset by growth of the loan and finance lease portfolios to A$17.1 billion at March 31, 2013, up 9% from A$15.7 billion at March 31, 2012. The growth in the loan and finance lease portfolios was predominantly in the motor vehicle lease portfolio.

Other operating income and charges

Net operating lease income

Net operating lease income of A$415 million for the year ended March 31, 2013 increased 9% from A$381 million in the prior fiscal year. This was largely driven by the full year contribution from the acquisition of the OnStream UK meters business in October

2011 and the acquisition of a European rail leasing platform in January 2013, partially offset by lower lease income from the aviation leasing portfolio following the sale of leased aircraft engines in the prior fiscal year and the sale of aircraft in each year.

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses totalled A$50 million for the year ended March 31, 2013 and was broadly in line with A$50 million in the prior fiscal year. The expense for the year ended March 31, 2013 represented 0.3% of the total loan and finance lease portfolio, broadly in line with the prior fiscal year.

Other income

Other income of A$70 million for the year ended March 31, 2013 decreased 37% from A$111 million in the prior fiscal year, which included the sale of the aircraft engines operating lease portfolio in the 2012 Fiscal Year. Both the current and prior fiscal year periods included profits from the sale of aircraft.

Operating expenses

Total operating expenses of A$352 million for the year ended March 31, 2013 decreased 5% from A$369 million in the prior fiscal year, primarily as a result of exiting the aircraft engine leasing business and the disposal of non-core service companies. The impact from exiting these operations was partially offset by a small increase in headcount during the year ended March 31, 2013.

Fixed Income, Currencies & Commodities (excluding certain assets of the Credit Trading business and some other less financially significant activities)

	Year ended		
	Mar 13	**Mar 12**	**Movement[1]**
	A$m	**A$m**	**%**
Net interest and trading income			
Commodities[2]	693	533	30
Credit, interest rates and foreign exchange	394	303	30
Net interest and trading income	**1,087**	**836**	30
Fee and commission income			
Brokerage and commissions	84	99	(15)
Other fee and commission expense	(9)	(17)	(47)
Total fee and commission income	**75**	**82**	(9)
Share of net profits of associates and joint ventures accounted for using the equity method	**26**	**17**	53
Other operating income and charges			
Net gains on sale of equity investments	117	145	(19)
Impairment charge on equity investments	(171)	(52)	229
Gain on change of ownership interest	-	36	(100)
Gain on sale of non-financial assets	-	104	(100)
Specific provisions and collective allowance for credit losses	(50)	(29)	72
Other income	26	93	(72)
Total other operating income and charges	**(78)**	**297**	*
Internal management revenue[3]	**17**	**17**	-
Net operating income	**1,127**	**1,249**	(10)
Operating expenses			
Employment expenses	(201)	(222)	(9)
Brokerage and commission expenses	(141)	(148)	(5)
Amortization of intangibles	(20)	(34)	(41)
Other operating expenses	(332)	(365)	(9)
Total operating expenses	**(694)**	**(769)**	(10)
Net profit contribution	**433**	**480**	(10)
Other metrics			
Headcount	796	806	(1)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 Includes fair value adjustments relating to various tolling agreements, capacity contracts and transportation agreements as part of its commodity trading and hedging strategies. The contracts and agreements, which are managed on a fair value basis for financial and risk management purposes, are required to be accounted for on an accruals basis for statutory reporting purposes.

3 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

Fixed Income, Currencies & Commodities' net profit contribution was A$433 million for the year ended March 31, 2013, a decrease of 10% from A$480 million in the prior fiscal year. Net operating income of A$1,127 million decreased 10% from A$1,249 million in the prior fiscal year, while total operating expenses of A$694 million decreased 10% from A$769 million in the prior fiscal year.

The result for Fixed Income, Currencies & Commodities reflected a general improvement in market conditions across most of its businesses compared to the prior fiscal year. However, market conditions continued to be uncertain, particularly in resource equity markets where weak investor sentiment and confidence continued to impact the value of listed equities, which, combined with the underperformance of certain investments adversely impacted equity values of investments held by Fixed Income, Currencies & Commodities.

Net interest and trading income

Commodities trading income

Commodities trading income of A$693 million for the year ended March 31, 2013 increased 30% from A$533 million in the prior fiscal year.

The Energy Markets division experienced solid revenues across its global platform due to strong customer flow and improved trading opportunities, particularly in the global oil, U.S. power and U.S. gas businesses.

Improved trading conditions in agricultural markets due to increased volatility over the northern hemisphere summer resulted in improved customer flow from certain sectors and increased income for the year ended March 31, 2013 compared to the prior fiscal year.

The effect of these improved market conditions was partially offset by challenging conditions in the metals markets, which suffered from reduced volatility, dampening both trading results and client hedging activity. Increased marketing coverage in the base metals business in Europe resulted in improved client flow.

Credit, interest rates and foreign exchange trading income

Trading income from credit, interest rates and foreign exchange products of A$394 million for the year ended March 31, 2013 increased 30% from A$303 million in the prior fiscal year.

The result represented an improvement on the prior fiscal year which was adversely impacted by extreme volatility and concerns over the global outlook. The improved credit environment led to more client activity, increased liquidity and higher levels of debt origination and issuances.

Total fee and commission income

Total fee and commission income of A$75 million for the year ended March 31, 2013 decreased 9% from A$82 million in the prior fiscal year due to reorganization of the Credit Trading business in March 2012 resulting in lower levels of deal flow earning fees within MBL.

Other operating income and charges

Net gains on sale of equity investments

Net gains on sale of equity investments of A$117 million for the year ended March 31, 2013 decreased 19% from A$145 million in the prior fiscal year. Depressed resource equity markets during the year ended March 31, 2013 impacted the timing and number of asset realizations.

Impairment charge on equity investments

Impairment charges on equity investments of A$171 million for the year ended March 31, 2013 increased significantly from A$52 million in the prior fiscal year. Weak investor sentiment and confidence in resource equity markets as well as the underperformance of certain investments adversely impacted equity values of investments held by Fixed Income, Currencies & Commodities.

Gain on change in ownership interest

The gain on change in ownership interest of A$36 million in the prior fiscal year related to a gain recognized when Macquarie lost control of Energy Assets Limited on its initial public offering and was required to revalue its retained investment to fair value.

Gain on sale of non-financial assets

The gain on sale of non-financial assets of A$104 million in the prior fiscal year was primarily due to the income earned from the sale of a net profit interest in a North American oil asset.

Specific provisions and collective allowance for credit losses

A net charge for specific provisions and collective allowance for credit losses of A$50 million for the year ended March 31, 2013 increased 72% from A$29 million in the prior fiscal year. The charges in the year ended March 31, 2013 predominantly related to loan assets in the resource and energy sectors.

Other income

Other income of A$26 million for the year ended March 31, 2013 decreased 72% from A$93 million in the prior fiscal year, driven largely by reduced income from Net Profit Interests and investments in non-financial operations that were sold in the prior fiscal year, including a North American oil asset and Energy Assets Limited.

Operating expenses

Total operating expenses were A$694 million for the year ended March 31, 2013, a decrease of 10% from A$769 million in the prior fiscal year.

Employment expenses

Employment expenses were A$201 million for the year ended March 31, 2013, a decrease of 9% from A$222 million in the prior fiscal year, largely due to the prior fiscal year including non-recurring costs relating to the build out of the global platform.

Brokerage and commission expenses

Brokerage and commission expenses of A$141 million for the year ended March 31, 2013 decreased 5% from A$148 million in the prior fiscal year largely due to a decrease in commissions paid by fixed income businesses.

Amortization of intangibles

Amortization of intangibles relates to investments in Net Profit Interests which are amortized based on the production output of the investment. The expense of A$20 million for the year ended March 31, 2013 was down 41% from A$34 million in the prior fiscal year, consistent with a reduced level of income from Net Profit Interests in the year ended March 31, 2013. This reduction was primarily due to the prior fiscal year sale of a Net Profit Interest in a substantial North American asset.

Other operating expenses

Other operating expenses decreased 9% from A$365 million in the prior fiscal year to A$332 million for the year ended March 31, 2013 mainly due to the impact of lower cost recoveries from central support functions.

Macquarie Securities (excluding the Cash division and certain activities of the Derivatives division, in each case, in certain jurisdictions)

	Year ended		
	Mar 13	**Mar 12**	**Movement[1]**
	A$m	**A$m**	**%**
Net interest and trading income	**186**	**213**	(13)
Fee and commission income			
Brokerage and commissions	62	(13)	*
Other fee and commission income	(46)	(108)	(57)
Total fee and commission income	**16**	**(121)**	*
Share of net profits of associates and joint ventures accounted for using the equity method	**-**	**-**	-
Other operating income and charges	**-**	**-**	-
Internal management revenue[2]	**1**	**3**	(67)
Net operating income	**203**	**95**	114
Operating expenses			
Employment expenses	(23)	(25)	(8)
Brokerage and commission expenses	(127)	(159)	(20)
Other operating expenses	(112)	(116)	(3)
Total operating expenses	**(262)**	**(300)**	(13)
Net loss contribution	**(59)**	**(205)**	(71)
Other metrics			
Headcount	148	75	97

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

Macquarie Securities' net loss contribution of A$59 million for the year ended March 31, 2013 improved from a loss of A$205 million in the prior fiscal year.

Net operating income of A$203 million for the year ended March 31, 2013 increased 114% from A$95 million in the prior fiscal year. This was driven partly by increased commissions due to the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013, and a reduction in internal transfer pricing charges paid as a result of the wind down of legacy businesses.

Net interest and trading income

Net interest and trading income of A$186 million for the year ended March 31, 2013 decreased 13% from A$213 million in the prior fiscal year. Income from derivatives and other structured products were adversely impacted by the continued wind down of legacy businesses.

Fee and commission income

Brokerage and commissions

Brokerage and commission income was A$62 million for the year ended March 31, 2013, an increase from a loss of A$13 million in the prior fiscal year, driven by the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

Other fee and commission income

Other fee and commission income was a loss of A$46 million for the year ended March 31, 2013, an improvement from a loss of A$108 million in the prior fiscal year. The wind down of a legacy business resulted in a reduction in the services provided to MBL Group by MGL Group service entities, resulting in a reduction in internal charges paid as compensation for services provided.

Operating expenses

Total operating expenses of A$262 million for the year ended March 31, 2013 decreased 13% from A$300 million in the prior fiscal year. A key driver was a number of cost reduction initiatives undertaken by Macquarie Securities combined with the selective rationalization of businesses, partly offset by costs associated with the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

Employment expenses

Employment expenses of A$23 million for the year ended March 31, 2013 decreased 8% from A$25 million in the prior fiscal year. A significant drop in headcount due to cost reduction initiatives and business rationalization in the first half of the fiscal year was offset by increased headcount related to the Asia cash equities business trading through the new MBL Hong Kong Branch from the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

Brokerage and commission expenses

Brokerage and commission expenses of A$127 million for the year ended March 31, 2013 decreased 20% from A$159 million in the prior fiscal year reflecting the reduction in trading activity as a result of the wind down of legacy products.

Other operating expenses

Other operating expenses of A$112 million for the year ended March 31, 2013 decreased 3% from A$116 million in the prior fiscal year. The decrease was driven by lower headcount and cost savings arising from cost reduction initiatives across most businesses including the closure of various businesses, offset by increased headcount and other costs as a result of the Asia cash equities business trading through the new MBL Hong Kong Branch in the second half of the year ended March 31, 2013. This business had previously operated from the Non-Banking Group.

Corporate

	Year ended		
	Mar 13	Mar 12	Movement[1]
	A$m	A$m	%
Net interest income and trading income	**72**	**120**	(40)
Fee and commission (expense)/income	**(15)**	**(53)**	(72)
Share of net profits of associates and joint ventures accounted for using the equity method	**4**	**16**	(75)
Other operating income and charges			
Net gains on sale of debt and equity securities	17	8	113
Impairment charge on debt and equity securities	(19)	(38)	(50)
Dividends and distributions received	-	3	(100)
Loss on repurchase of debt	(34)	-	*
Specific provisions and collective allowance for credit losses	(4)	(15)	(73)
Other income	10	(7)	*
Total other operating income and charges	**(30)**	**(49)**	(39)
Internal management charge[2]	**(38)**	**(55)**	(31)
Net operating (loss)/income	**(7)**	**(21)**	(67)
Operating expenses			
Employment expenses	(526)	(460)	14
Brokerage and commission expenses	(2)	(4)	(50)
Other operating expenses	(160)	(246)	(35)
Total operating expenses	**(688)**	**(710)**	(3)
Tax expense	**(355)**	**(243)**	46
Macquarie Income Preferred Securities	(4)	(4)	-
Macquarie Income Securities	(21)	(26)	(19)
Non-controlling interests[3]	-	(1)	(100)
Net loss contribution	**(1,075)**	**(1,005)**	7
Other metrics			
Headcount	81	100	(19)

1 "*" indicates that actual movement was greater than 300%, that the movement was positive to negative, or that the movement was negative to positive.

2 See "— Basis of preparation — Internal transactions — Internal management revenue/(charges)".

3 The non-controlling interests category adjusts reported consolidated profit or loss for the share that is attributable to non-controlling interests, such that the net profit or loss contribution represents the net profit or loss attributable to ordinary equity holder.

The Corporate segment includes Group Treasury, head office and central support functions, as well as certain legacy assets and businesses that are no longer core for strategic reasons.

The Corporate segment's net loss contribution increased 7% to A$1,075 million for the year ended March 31, 2013 from A$1,005 million in the prior fiscal year primarily due to an increased tax expense.

Net interest and trading income/(expense)

Net interest and trading income/(expense) in the Corporate segment includes the net result of managing liquidity for MBL, earnings on capital, non-trading derivative volatility, the funding costs associated with non-core investments held centrally and fair value movements on investments held to hedge liabilities under the Directors' Profit Share (DPS) plan. Net interest and trading income of A$72 million for the year ended March 31, 2013 decreased 40% from A$120 million in the prior fiscal year primarily due to lower earnings on capital due to a reduction in interest rates.

Fee and commission income/(expense)

Fee and commissions expenses primarily relate to internal transactions with operating groups that net out in their entirety on consolidation across MBL Group. External fee and commissions income are minimal. Fee and commission expense of A$15 million for the year ended March 31, 2013 compared to fee and commissions expense of A$53 million in the prior fiscal year. The prior fiscal year included a higher level of internal fees paid out of the Corporate segment.

Share of net profits of associates and joint ventures accounted for using the equity method

Share of net profits of associates and joint ventures of A$4 million for the year ended March 31, 2013 decreased 75% from A$16 million in the prior fiscal year. The income for the year ended March 31, 2013 primarily related to investments in the real estate sector.

Other operating income and charges

Net gains on sale of debt and equity securities

Net gains on sale of debt and equity securities of A$17 million for the year ended March 31, 2013 increased 113% from A$8 million in the prior fiscal year due to gains from the sale of debt securities by Group Treasury in undertaking their management of MBL's liquidity.

Impairment charge on debt and equity securities

Impairment charge on debt and equity securities was A$19 million for the year ended March 31, 2013, a decrease of 50% from A$38 million in the prior fiscal year. The impairment charges for the year ended March 31, 2013 related to a number of legacy investments that are no longer strategic holdings.

Specific provisions and collective allowance for credit losses

Specific provisions and collective allowance for credit losses of A$4 million for the year ended March 31, 2013 decreased 73% from A$15 million in the prior fiscal year and primarily related to investments in the real estate sector.

Operating expenses

Employment expenses

Employment expenses in the Corporate segment relate to staff profit share, share based payments expense and the impact of fair value adjustments of DPS liabilities.

For the year ended March 31, 2013 employment expenses were A$526 million, an increase of 14% from A$460 million in the prior fiscal year. The increase was attributable to an increased level of profit share due to an increased level of profit contribution from Operating Groups and increased share based payments expense as a result of the amortization of previously granted MEREP.

Other operating expenses

Other operating expenses in the Corporate segment includes non-employment related operating costs of central support functions, offset by the recovery of central support function costs from the Operating Groups. Net recoveries from the Operating Groups decreased 35% from A$246 million in the prior fiscal year to A$160 million for the year ended March 31, 2013 reflecting the reduced cost base of central support functions resulting from cost management initiatives undertaken over the past two years.

Capital analysis

Overview

As an APRA authorized and regulated Non-Operating Holding Company, MGL is required to hold adequate regulatory capital to cover the risks for the whole MGL Group, including the Non-Banking Group. MGL and APRA have agreed a capital adequacy framework for MGL, based on MGL's Board-approved Economic Capital Adequacy Model ("*ECAM*") and APRA's capital standards for ADIs.

MGL's capital adequacy framework requires it to maintain minimum regulatory capital requirements calculated as the sum of:

- The Banking Group's minimum Tier 1 Capital requirement, based on a percentage of risk-weighted assets plus Tier 1 deductions (using prevailing APRA ADI Prudential Standards); and

- The Non-Banking Group capital requirement, calculated using MGL's ECAM.

Transactions internal to MGL Group are eliminated.

Banking Group capital

MBL is accredited by APRA under the Basel Foundation Internal Ratings Based Approach (FIRB) for credit risk, the Advanced Measurement Approach (AMA) for operational risk, the internal model approach for market risk and the internal model approach for interest rate risk in the banking book (IRRBB).

These advanced approaches place a higher reliance on a bank's internal capital measures and therefore require a more sophisticated level of risk management and risk measurement practices.

Capital disclosures in this section include Harmonized Basel III[1] and APRA Basel III[2]. The former is relevant for comparison with banks regulated by regulators other than APRA, whereas the latter reflects MBL's regulatory requirements under APRA Basel III rules.

Common Equity Tier 1 Capital

The Banking Group's Common Equity Tier 1 Capital under Basel III consists of ordinary share capital, retained earnings and certain reserves.

Tier 1 Capital

Tier 1 Capital consists of Common Equity Tier 1 Capital and Additional Tier 1 Capital (hybrids). Additional Tier 1 Capital consists of MIS, MIPS and ECS. MBL periodically pays dividends to MGL, and is recapitalized by MGL as required to support projected business growth.

MIS are a perpetual instrument with no conversion rights. MIS were listed for trading on the Australian Stock Exchange (now known as the Australian Securities Exchange) in 1999. MIS distributions are paid quarterly at a floating rate of BBSW plus 1.7% per annum and payment is subject to certain conditions including profitability of MBL. MIS are eligible for transitional arrangements under APRA Basel III rules.

MIPS were issued when the London branch of MBL issued reset subordinated convertible debentures to

---

[1] Harmonized Basel III relates to the Basel III guidelines defined by the Basel Committee on Banking Supervision, documented in the following: 'Basel III: a global regulatory framework for more resilient banks and banking systems', published December 2010 (revised June 2011) by the Bank for International Settlements (BIS).

[2] APRA Basel III relates to the Prudential Standards released by APRA for the period effective January 1, 2013.

Macquarie Capital Funding LP, a controlled entity of MBL. The convertible debentures currently pay a fixed return of 6.177% per annum until April 2020. As at March 31, 2014, MBL had £42.5 million of MIPS on issue which are held by parties not associated with MBL. MIPS are eligible for transitional arrangements under APRA Basel III rules.

ECS were issued by MBL acting through its London branch (the "*Issuer*") in March 2012 and are quoted on the Singapore Stock Exchange. Subject to certain conditions, ECS will be exchanged for a variable number of fully paid MGL ordinary shares on June 20, 2017 (or earlier in certain circumstances). ECS pay interest of 10.25% per annum, paid semi-annually, with the rate to be reset on June 20, 2017 (and each fifth anniversary thereafter) if ECS remain outstanding after this time. The interest payments are subject to payment tests, including the discretion of the Issuer. APRA has approved ECS to be fully included in Additional Tier 1 until its first mandatory exchange date.

Pillar 3

The APRA Prudential Standard APS 330 Capital Adequacy: Public Disclosure of Prudential Information (Pillar 3) details the market disclosure requirements for Australian domiciled banks. APS 330 requires qualitative and quantitative disclosure of risk management practices and capital adequacy. Pillar 3 documents are available on MBL's U.S. Investors' Website.

Banking Group Basel III Tier 1 Capital

	As at Mar 14	
	Harmonized Basel III	**APRA Basel III**
	A$m	**A$m**
Common equity Tier 1 Capital		
Paid-up ordinary share capital	7,710	7,710
Reserves	(42)	(42)
Retained earnings	1,371	1,371
Gross common equity Tier 1 Capital	**9,039**	**9,039**
Regulatory adjustments to common equity Tier 1 Capital:		
Goodwill	104	104
Deferred tax assets	98	189
Net other fair value adjustments	(9)	(9)
Intangible component of investments in non-consolidated subsidiaries and other entities	443	443
Loan and lease origination fees and commissions paid to mortgage originators and brokers	-	115
Equity exposures	-	1,307
Shortfall in provisions for credit losses	380	380
Other common equity Tier 1 Capital deductions	166	192
Total Common Equity Tier 1 Capital deductions	**1,182**	**2,721**
Net common equity Tier 1 Capital	**7,857**	**6,318**
Additional Tier 1		
Additional Tier 1 Capital	643	643
Gross additional Tier 1 Capital	**643**	**643**
Deduction from additional Tier 1 Capital	**-**	**-**
Net Additional Tier 1 Capital	**643**	**643**
Total Net Tier 1 Capital	**8,500**	**6,961**

Banking Group Basel III Risk-Weighted Assets (RWA)

	As at Mar 14	
	Harmonized Basel III	**APRA Basel III**
	A$m	**A$m**
Credit risk – Risk-Weighted Assets (RWA)		
Subject to IRB approach:		
Corporate	18,295	18,295
SME Corporate	1,727	1,727
Sovereign	591	591
Bank	1,680	1,680
Residential mortgage	2,565	4,136
Other retail	4,862	4,862
Total RWA subject to IRB approach	**29,720**	**31,291**
Specialized lending exposures subject to slotting criteria	**4,891**	**4,891**
Subject to Standardized approach:		
Corporate	891	891
Residential mortgage	1,380	1,380
Other retail	1,081	1,081
Total RWA subject to Standardized approach	**3,352**	**3,352**
Credit risk RWA for Securitization exposures	874	874
Credit Valuation Adjustment RWA	2,325	2,325
Exposures to Central Counterparties RWA	1,595	1,595
RWA for other assets	6,751	6,395
Total credit risk RWA	**49,508**	**50,723**
Equity risk exposures RWA	4,266	-
Market risk RWA	4,567	4,567
Operational risk RWA	8,531	8,531
Interest rate risk in banking book RWA	-	-
Scaling factor (6%) applied to RWA subject IRB approach	1,783	1,877
Total Banking Group RWA	**68,655**	**65,698**
Capital ratios		
MBL Group Common equity Tier 1 Capital ratio (%)	11.4	9.6
MBL Group Tier 1 Capital ratio (%)	12.4	10.6

Statutory consolidated statement of financial position

	As at		
	Mar 14	Mar 13	Movement
	A$m	A$m	%
Assets			
Receivables from financial institutions	16,151	12,607	28
Trading portfolio assets	21,640	18,853	15
Derivative assets	12,468	14,595	(15)
Investment securities available-for-sale	12,182	14,190	(14)
Other assets	8,302	7,895	5
Loan assets held at amortized cost	57,170	49,218	16
Other financial assets at fair value through profit or loss	2,195	4,645	(53)
Due from related body corporate entities	2,244	1,060	112
Property, plant and equipment	6,045	5,352	13
Interests in associates and joint ventures accounted for using the equity method	551	528	4
Intangible assets	785	795	(1)
Deferred tax assets	178	262	(32)
Total assets	**139,911**	**130,000**	8
Liabilities			
Trading portfolio liabilities	2,459	1,384	78
Derivative liabilities	11,748	14,725	(20)
Deposits	42,302	40,966	3
Other liabilities	8,521	8,147	5
Payables to financial institutions	16,573	15,180	9
Other financial liabilities at fair value through profit or loss	937	919	2
Due to related body corporate entities	7,443	5,456	36
Debt issued at amortized cost	37,255	31,826	17
Provisions	86	104	(17)
Deferred tax liabilities	625	435	44
Total liabilities excluding loan capital	**127,949**	**119,142**	7
Loan capital			
Subordinated debt at amortized cost	2,464	2,203	12
Subordinated debt at fair value through profit or loss	–	–	–
Total loan capital	**2,464**	**2,203**	12
Total liabilities	**130,413**	**121,345**	7
Net assets	**9,498**	**8,655**	10
Equity			
Contributed equity	8,101	8,077	<1
Reserves	(68)	(560)	88
Retained earnings	1,388	1,046	33
Total capital and reserves attributable to ordinary equity holders of MBL	**9,421**	**8,563**	10
Non-controlling interests	**77**	**92**	(16)
Total equity	**9,498**	**8,655**	10

Total assets of A$139.9 billion at March 31, 2014 increased 8% from A$130.0 billion at March 31, 2013. Key movements included:

- Receivables from financial institutions increased 28% from A$12.6 billion at March 31, 2013 to A$16.2 billion at March 31, 2014 predominantly due to an increase in holdings required to cover short positions due to higher stock borrowing activity within Macquarie Securities;

- Trading portfolio assets increased 15% from A$18.9 billion at March 31, 2013 to A$21.6 billion at March 31, 2014 primarily as a result of increased trading activity in Fixed Income, Currencies & Commodities and Macquarie Securities;

- Derivative assets decreased 15% from A$14.6 billion at March 31, 2013 to A$12.5 billion at March 31, 2014 and derivative liabilities decreased 20% from A$14.7 billion at March 31, 2013 to A$11.7 billion at March 31, 2014 due to increased netting of derivatives allowed under the accounting standards (AASB 132);

- Investment securities available-for-sale decreased 14% from A$14.2 billion at March 31, 2013 to A$12.2 billion at March 31, 2014 mainly due to liquidity management activities within Group Treasury;

- Loan assets increased 16% from A$49.2 billion at March 31, 2013 to A$57.2 billion at March 31, 2014 primarily due to growth in the lending and finance lease portfolios in Corporate & Asset Finance, growth of the Australian mortgage and business banking portfolios in Banking & Financial Services, and new investments in money market funds by Fixed Income, Currencies & Commodities; and

- Other financial assets at fair value through profit or loss decreased 53% from A$4.6 billion at March 31, 2013 to A$2.2 billion at March 31, 2014 largely due to redemptions and maturities within Macquarie Funds' Macquarie Specialised Investment Solutions business.

Total liabilities (excluding loan capital) of A$127.9 billion at March 31, 2014 increased 7% from A$119.1 billion at March 31, 2013. Key movements included:

- Trading portfolio liabilities increased 78% from A$1.4 billion at March 31, 2013 to A$2.5 billion at March 31, 2014 largely due to an increase in trading activity in Macquarie Securities and Fixed Income, Currencies & Commodities;

- Deposits increased 3% from A$41.0 billion at March 31, 2013 to A$42.3 billion at March 31, 2014 primarily due to an increase in at call deposits partially offset by a reduction in term deposits;

- Payables to financial institutions increased 9% from A$15.2 billion at March 31, 2013 to A$16.6 billion at March 31, 2014 largely due to increased stock lending activity in Europe for Macquarie Securities; and

- Debt issued at amortized cost increased 17% from A$31.8 billion at March 31, 2013 to A$37.3 billion at March 31, 2014 largely due to new debt issuances by Group Treasury and Corporate & Asset Finance, and the issuance of bonds by securitization vehicles for the Australian mortgages business. These new issuances were partly offset by the partial buyback of Government guaranteed securities during the year.

Total equity of A$9.5 billion at March 31, 2014 increased 10% from A$8.7 billion at March 31, 2013. This was largely driven by a net increase in reserves of A$492 million due to movements in the foreign currency translation reserve driven by the depreciation of the Australian dollar since March 31, 2013, combined with a net increase in retained earnings of A$342 million due to profit attributable to equity holders of MBL Group of A$752 million, which was partially offset by a A$410 million dividend payment to MGL Group.

Loan assets

This description of our funded loan assets is based on the funded balance sheet of MBL Group and not the statutory balance sheet classification.

	As at		
	Mar 14	Mar 13	Movement
	A$b	A$b	%
Loan assets at amortized cost per statutory balance sheet	57.2	49.2	16
Other loans held at fair value[1]	0.6	1.2	(50)
Operating lease assets	5.7	5.1	12
Other reclassifications[2]	0.6	0.3	100
Less: loans held by consolidated SPEs which are available as security to noteholders and debt providers[3]	(13.6)	(10.5)	30
Less: segregated funds[4]	(2.2)	(1.1)	100
Less: margin balances (reclassed to trading)[5]	(2.3)	(2.7)	(15)
Total per funded balance sheet[6]	**46.0**	**41.5**	11

1 Excludes other loans held at fair value that are self-funded.
2 Reclassification between loan assets and other funded balance sheet categories.
3 Excludes notes held by MBL Group in consolidated Special Purpose Entities (SPE).
4 These represent the assets and liabilities that are recognized where MBL holds segregated client monies. The client monies will be matched by assets held to the same amount and hence does not require funding.
5 For the purposes of the funded balance sheet, margin balances are treated as trading assets rather than loan assets.
6 Total loan assets per the funded balance sheet includes self securitization assets.

For the 2014 and 2013 fiscal years, funded loan assets of MBL Group consisted of:

	Year ended		
	Mar 14	Mar 13	Movement
	A$b	A$b	%
Mortgages:			
Australia	10.5	7.2	46
United States	0.5	0.7	(29)
Canada	5.0	6.7	(25)
Other	0.2	0.2	0
Total mortgages	**16.2**	**14.8**	(9)
Structured investments	3.5	3.3	6
Banking	4.2	3.6	17
Real estate	2.3	2.3	0
Resources and commodities	2.4	2.3	4
Leasing (financing and operating)	10.5	9.1	15
Corporate lending	5.5	4.7	17
Other lending	1.4	1.4	0
Total	**46.0**	**41.5**	11

Our funded loan asset portfolio comprises diverse, secured assets:

Loan category	Asset security
Mortgages..........	Secured by residential property and supported by mortgage insurance. • Australia: most loans are fully mortgage insured. • United States: majority of loans where loan to value ratio is greater than 80% are mortgage insured. • Canada: most loans are fully insured with underlying government support.
Structured investments........	Loans to retail and wholesale counterparties that are secured against equities, investment funds or cash, or are protected by capital guarantees at maturity.
Banking	Secured relationship managed loan portfolio to professional and financial services firms, real estate industry clients, insurance premium funding and other small business clients. Secured largely by real estate, working capital, business cash flows and credit insurance. The portfolio also includes other consumer lending including credit cards.
Real estate..........	Loans secured against real estate assets, generally subject to regular independent valuations.
Resources and commodities	Diversified loan portfolio primarily to the resources sector that are secured by the underlying assets. Secured by gold, base metals and oil resources and supported by price hedging.
Leasing (finance and operating)....	Secured by underlying leased assets (aircraft, motor vehicles and specialized equipment), diversified portfolio by geography and security asset class.
Corporate lending	Diversified secured corporate lending, subject to regular recoverability review. Secured by a diverse range of corporate assets and other securities.
Other lending.....	Includes deposits with financial institutions held as collateral for trading positions.

Equity investments

Equity investments are reported in the following categories in the statutory balance sheet:

- Other financial assets at fair value through profit or loss
- Investment securities available-for-sale
- Investment in associates and joint ventures.

The classification is driven by a combination of the level of influence MBL Group has over the investment and management's intention with respect to the holding of the asset in the short-term. For the purpose of analysis, equity investments have been re-grouped into the following categories:

- Investments in Macquarie-managed funds
- Other investments which are not investments in Macquarie-managed funds.

The tables below set out the composition of these categories of equity investments for the 2014 and 2013 fiscal years.

Equity investments reconciliation

	As at	
	Mar 14	Mar 13
	A$m	A$m
Equity investments		
Statutory balance sheet		
Equity investments within other financial assets at fair value through profit or loss	1,222	2,243
Equity investments within investment securities available-for-sale	398	482
Interests in associates and joint ventures accounted for using the equity method	551	528
Total equity investments per statutory balance sheet	**2,171**	**3,253**
Adjustment for funded balance sheet		
Equity hedge positions[1]	(1,136)	(2,114)
Total funded equity investments	**1,035**	**1,139**
Adjustments for equity investments analysis		
Available-for-sale reserves[2]	(59)	(93)
Associates reserves[3]	(1)	(1)
Total adjusted equity investments[4]	**975**	**1,045**

1 These relate to assets held for the purposes of economically hedging MBL Group's fair valued liabilities to external parties arising from various equity linked instruments. Consequently, these have been excluded from the analysis of equity investment exposures.

2 Available-for-sale reserves on equity investments (gross of tax) that will be released to income upon realization of the investment, excluding investments in which MBL Group has no economic exposure.

3 Associates reserves (gross of tax) that will be released to income upon realization of the investment.

4 The adjusted book value represents the total net exposure to MBL Group.

Euro-zone exposures

This table includes MBL Group's exposures to certain Euro-zone countries that are currently experiencing significant economic, fiscal and/or political strains, due to which the likelihood of default by sovereign governments and non-sovereign entities based in those countries is higher than would be anticipated in the absence of such factors. The exposures below are represented gross unless cash collateral has been pledged, which is the case for certain derivative exposures. The total exposure to these countries is predominantly fully funded with minimal unfunded committed exposures.

MBL continues to monitor these exposures but notes that due to their size and associated security they are not considered to be material in relation to overall balance sheet size.

	As at Mar 31, 2014			
		Non sovereign exposure		
Financial instrument	**Sovereign exposure**	**Financial institutions**	**Corporate**	**Total exposure**
	A$m	**A$m**	**A$m**	**A$m**
Italy				
Loans, receivables & commitments[1]	-	-	8.3	8.3
Derivative assets[2]	-	-	0.2	0.2
Italy totals	**-**	**-**	**8.5**	**8.5**
Spain				
Loans, receivables & commitments[1]	-	0.2	97.1	97.3
Derivative assets[2]	-	0.4	4.8	5.2
Traded debt securities	-	-	12.6	12.6
Spain totals	**-**	**0.6**	**114.5**	**115.1**
Portugal				
Loans, receivables & commitments[1]	-	-	35.5	35.5
Derivative assets[2]	-	-	0.0	0.0
Traded debt securities	-	-	10.4	10.4
Portugal totals	**-**	**-**	**45.9**	**45.9**
Ireland				
Loans, receivables & commitments[1]	-	0.2	107.3	107.5
Derivative assets[2]	-	-	9.2	9.2
Traded debt securities	-	-	28.3	28.3
Ireland totals	**-**	**0.2**	**144.9**	**145.1**
Greece				
Loans, receivables & commitments[1]	-	-	-	-
Derivative assets[2]	-	-	0.2	0.2
Greece totals	**-**	**-**	**0.2**	**0.2**
Cyprus				
Loans, receivables & commitments[1]	-	-	-	-
Derivative assets[2]	-	-	0.3	0.3
Cyprus totals	**-**	**-**	**0.3**	**0.3**
Total exposure	**-**	**1.1**	**314.2**	**314.9**

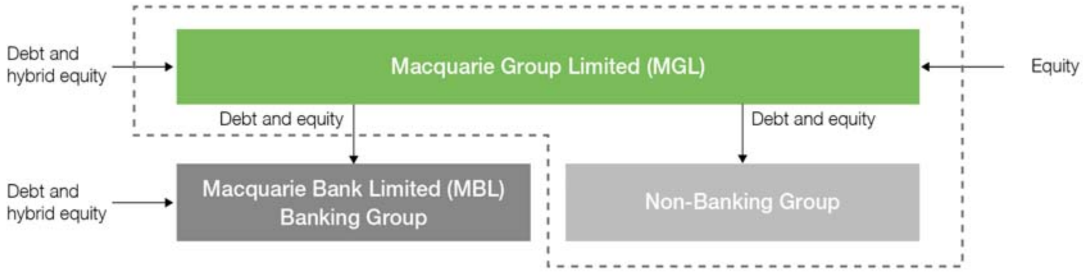
1 Includes debt instruments held as loans, hold-to-maturity securities or available-for-sale securities, measured on an amortized cost basis. Includes finance lease receivables, but does not include assets which are on operating leases. Unfunded commitments are measured as the value of the commitment.

2 Derivative asset exposures represent the sum of positive mark-to-market counterparty positions, net of any cash collateral held against such positions.

Liquidity

The two primary external funding vehicles for MGL Group are MGL and MBL. MGL provides funding principally to the Non-Banking Group and limited funding to some MBL Group subsidiaries. MBL provides funding to the Banking Group.

The high level funding structure of MGL Group is shown below:



Liquidity management

MGL Group's liquidity risk management framework is designed to ensure that both MGL Group and MBL Group are able to meet their funding requirements as they fall due under a range of market conditions.

Liquidity management is performed centrally by Group Treasury, with oversight from MGL Group's Asset and Liability Committee and the Risk Management Group. MGL Group's and MBL Group's liquidity policies are approved by their respective Boards after endorsement by the Asset and Liability Committee and liquidity reporting is provided to the MGL and MBL Boards on a monthly basis. The Asset and Liability Committee includes the MGL Chief Executive Officer, MBL Chief Executive Officer, Chief Financial Officer, Chief Risk Officer and Business Group Heads.

Risk Management provides independent prudential oversight of liquidity risk management, including the validation of liquidity scenario assumptions, liquidity policies, and the required funding maturity profile.

Liquidity policy and principles

The MBL liquidity policy outlines the liquidity requirements for the Banking Group. MBL's liquidity risk appetite is set so that MBL is able to meet all of its liquidity obligations during a period of liquidity stress: a 12-month period of constrained access to funding markets and with only a limited impact on franchise businesses. MBL is funded mainly by capital, long-term wholesale funding and deposits.

The liquidity risk appetite is supported by a number of risk tolerances and principles MBL applies to managing liquidity risk in MBL:

Risk Tolerances

- Term assets must be funded by term liabilities.
- Cash and liquid assets are sufficient to cover a 12 month stress scenario.
- Cash and liquid assets held to meet stress scenarios must be unencumbered high quality liquid assets and cash.

- Short term assets exceed short- term wholesale liabilities.
- Diversity and stability of funding sources is a key priority.
- Balance sheet currency mismatches are managed within set tolerances.
- Funding and liquidity exposures between entities (including MBL) in MGL are subject to constraints where required.

Liquidity Management Principles

- MGL has a centralized approach to liquidity management.
- Liquidity risk is managed through stress scenario analysis and setting limits on the composition and maturity of assets and liabilities.
- A regional liquidity framework is maintained that outlines MGL's and MBL's approach to managing funding and liquidity requirements in offshore subsidiaries and branches.
- The liquidity position is managed to ensure all obligations can be met as required on an intra-day basis.
- A liquidity contingency plan is maintained that provides an action plan in the event of a liquidity 'crisis'.
- A funding strategy is prepared annually and monitored on a regular basis.
- Internal pricing allocates liquidity costs, benefits and risks to areas responsible for generating them.
- Strong relationships are maintained to assist with managing confidence and liquidity.
- The MBL and MGL Boards and senior management receive regular reporting on MGL's and MBL's liquidity position, including compliance with liquidity policy and regulatory requirements.

Scenario analysis

Scenario analysis is central to MGL Group's and MBL Group's liquidity risk management framework. Group Treasury models a number of liquidity scenarios covering both market-wide and firm-specific crises. The objective of this modeling is to ensure MGL and MBL's ability to meet all repayment obligations under each scenario and determine the capacity for asset growth.

The scenarios separately consider the requirements of the Banking Group, Non-Banking Group and MGL Group. They are run over a number of timeframes and a range of conservative assumptions are used including access to capital markets, deposit outflows, contingent funding requirements and asset sales.

Liquid asset holdings

Group Treasury maintains a portfolio of highly liquid unencumbered assets in both MGL and MBL to ensure adequate liquidity is available in all funding environments, including worst case wholesale and retail market conditions. The minimum liquid asset requirement is calculated from scenario projections and complies with minimum regulatory requirements.

To determine the minimum level of liquid assets, reference is made to the expected minimum cash requirement during a combined market-wide and firm-specific crisis scenario over a 12-month timeframe. This scenario assumes no access to new funding sources, a significant loss of deposits and contingent funding outflows resulting from undrawn commitments, market moves impacting derivatives and other margined positions. The size of the liquid asset portfolio must exceed the minimum requirement as calculated in this model at all times.

The liquid asset portfolio contains only unencumbered assets that can be relied on to maintain their liquidity in a crisis scenario. At least 90% of the liquid asset portfolio held to meet the minimum liquid asset requirement must be eligible for repurchase with a central bank, either by MBL or other counterparties. The remainder must be approved by Group Treasury and Risk Management Group before inclusion in the liquid asset portfolio. As at March 31, 2014, 97% of the liquid asset portfolio was eligible for repurchase with a central bank.

The liquid asset portfolio typically includes unencumbered cash and central bank repo eligible government, semi-government, supranational, bank securities, and AAA rated Australian residential mortgage backed securities. In addition, the portfolio includes other very short dated, high quality liquid assets such as A-1+ rated Australian residential mortgage backed commercial paper. The liquid asset portfolio is largely denominated and held in Australian dollars although liquid assets denominated in U.S. dollars or other currencies are held where appropriate.

MBL Group had A$17.3 billion cash and liquid assets as at March 31, 2014 (March 31, 2013: A$18.0 billion).

Liquidity contingency plan

Group Treasury maintains a liquidity contingency plan. The liquidity contingency plan applies to the entire MGL Group and defines roles, responsibilities and actions to be taken in a liquidity event. This includes identification of key information requirements and appropriate communication plans with both internal and external parties.

Specifically, the plan details factors that may constitute a crisis, the officer responsible for enacting the contingency management, a committee of senior executives who would be responsible for managing a crisis, the information required to effectively manage a crisis, a public relations strategy, a high-level check list of possible actions to conserve or raise additional liquidity and contact lists to facilitate prompt communication with all key internal and external stakeholders. The liquidity contingency plan is subject to regular review (at least annually) by both Group Treasury and Risk Management Group and is submitted to the Board for approval.

MBL is a global financial institution, with bank branches and subsidiaries in a variety of countries. Regulations in certain countries may require some branches or subsidiaries to have specific local contingency plans. Where that is the case, the liquidity contingency plan contains a supplement providing the specific information required for those branches or subsidiaries.

Funds transfer pricing

An internal funds transfer pricing framework is in place that has been designed to produce appropriate incentives for business decision-making by reflecting the true funding costs arising from business actions. Under this framework, each business is allocated the full cost of the funding required to support its products and business lines, recognizing the actual and contingent funding-related exposures their activities create for the group as a whole. Businesses that raise funding are rewarded at a level that is appropriate for the liquidity benefit provided by the funding.

Credit ratings

As at March 31, 2014, the credit ratings for MBL Group were as follows:

	Macquarie Bank Limited		
Rating agency[1]	**Short-term**	**Long-term**	**Long-term rating outlook**
Fitch Ratings	F-1	A	Stable
Moody's Investors Service	P-1	A2	Stable
Standard & Poor's	A-1	A	Stable

[1] A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by an assigning rating agency and any rating should be evaluated independently of any other information.

Regulatory developments

In December 2013, APRA released its final liquidity standard (APS 210) and Prudential Practice Guide detailing the local implementation of the Basel III liquidity framework. APRA's standard incorporates one of the key quantitative metrics put forward by the Basel Committee – the Liquidity Coverage Ratio (LCR) – as well as a range of qualitative requirements which became effective in January 2014. APRA will later incorporate the other key Basel Committee metric – the Net Stable Funding Ratio (NSFR) – into local standards once the Basel Committee has finalized calibrating this metric. Regulators in other jurisdictions where MBL operates are yet to release final Basel III liquidity standards.

Liquidity Coverage Ratio

The LCR requires high-quality liquid assets to be held to cover net cash outflows under a combined 'idiosyncratic' and market-wide stress scenario lasting 30 calendar days. The ratio will come into effect as a requirement in January 2015.

MBL is well placed to meet the overall requirements of the LCR and also expects to have access to the Reserve Bank of Australia Committed Liquidity Facility ("*CLF*").

Net Stable Funding Ratio

The NSFR is a 12-month structural funding metric, requiring that "available stable funding" be sufficient to cover "required stable funding", where "stable" funding has an actual or assumed maturity of greater than 12 months. The NSFR is currently subject to an observation and consultation period prior to being introduced as a requirement in 2018.

MBL has minimal reliance on short-term funding and has sufficient cash and liquid assets to repay all short-term wholesale funding. In addition, MBL's internal liquidity policy requires that term assets are funded with term liabilities. MBL expects that it will meet the overall requirements of the NSFR, however, the ratio is subject to change over the consultation period.

MBL continues to monitor developing liquidity regulations. See "Regulation and supervision — Australia — APRA" for further information.

Funded balance sheet

MBL's statutory balance sheet is prepared based on AGAAP and includes certain accounting gross-ups and non-recourse self funded assets that do not represent a funding requirement of MBL.

The table below reconciles the reported assets of the consolidated MBL Group to the net funded assets at March 31, 2014.

MBL Group	**As at Mar 14**
	A$b
Total assets per MBL statutory balance sheet	**139.9**
Accounting deductions:	
Self funded trading assets[1]	(16.3)
Derivative revaluation accounting gross-ups[2]	(11.4)
Life investment contracts and other segregated assets[3]	(5.7)
Outstanding trade settlement balances[4]	(3.4)
Short-term working capital assets[5]	(4.0)
Intercompany gross-ups	(7.4)
Non-recourse funded assets:	
Securitized and non-recourse assets[6]	(13.3)
Net funded assets	78.4

1. *Self funded trading assets.*MBL enters into stock borrowing and lending as well as repurchase agreements and reverse repurchase agreements in the normal course of trading activity that it conducts with its clients and counterparties. Also as part of its trading activities, MBL pays and receives margin collateral on its outstanding derivative positions. These trading related asset and liability positions are presented gross on the balance sheet but are viewed as being self funded to the extent that they offset one another and, therefore, are netted as part of this adjustment.

2 *Derivative re-valuation accounting gross-ups.* MBL Group's derivative activities are mostly client driven with client positions hedged by offsetting positions. The derivatives are largely matched and this adjustment reflects that the matched positions do not require funding.

3 *Life investment contracts and other segregated assets.* These represent the assets and liabilities that are recognized where MBL Group provides products such as investment-linked policy contracts or where MBL holds segregated client monies. The policy (contract) liability and client monies will be matched by assets held to the same amount and hence do not require funding.

4 *Outstanding trade settlement balances.* At any particular time MBL Group's broking business will have outstanding trades to settle with other brokers. These amounts (payables) can be offset in terms of funding by amounts that MBL Group is owed at the same time by brokers on other trades (receivables).

5 *Short-term working capital assets.* As with the broker settlement balances above, MBL Group through its day-to-day operations generates working capital assets (*e.g.,* receivables and prepayments) and working capital liabilities (*e.g.*, creditors and accruals) that produce a 'net balance' that either requires or provides funding.

6 *Securitized and non-recourse assets.* These represent assets that are funded by third parties with no recourse to MBL including lending assets (mortgages and leasing) sold down into external securitization entities.

Term funding initiatives

The table below sets out MBL Group's term funding transactions in the year ended March 31, 2014:

Funding source	**Year ended Mar 14 Banking Group**
	A$bn
Secured Funding	
Term securitization and other secured finance	7.8
Issued paper	
Senior debt	5.2
Total	**13.0**

In the year ended March 31, 2014, MBL Group raised A$13.0 billion of term funding, including A$7.8 billion of term secured finance, and A$5.2 billion of term wholesale funding.

Under its Rule 144A/Regulation S Medium Term Note Program, MBL issued US$2.3 billion of senior unsecured debt during the year ended March 31, 2014.

Wholesale term issuance of A$5.2 billion includes A$2.5 billion in U.S. dollar denominated senior unsecured debt issuance, A$0.7 billion in senior unsecured issuance in the Euro market, A$0.5 billion in senior unsecured issuance in the UK market and A$1.5 billion in private placements and structured notes. Term secured finance of A$7.8 billion includes A$2.4 billion of PUMA RMBS, A$2.5 billion of SMART auto & equipment ABS, A$0.3 billion secured by UK meters and a net increase of A$2.6 billion of warehouse funding for PUMA and SMART.

Funding profile for the Banking Group

The funded balance sheet of the Banking Group as at March 31, 2014:

	As at	
	Mar 14	Mar 13
Banking Group	A$b	A$b
Funding sources		
Wholesale issued paper:[1]		
Negotiable certificates of deposit	1.9	1.4
Commercial paper	6.6	3.5
Net trade creditors[2]	0.7	-
Structured notes[3]	1.6	1.4
Secured funding[4]	6.9	9.3
Bonds[5]	11.3	10.7
Other loans[6]	0.5	0.5
Deposits:[7]		
Retail deposits	33.3	31.0
Corporate and wholesale deposits	3.6	5.2
Loan capital[8]	2.5	2.2
Equity and hybrids[9]	9.5	8.7
Total	**78.4**	**73.9**

Funded assets		
Cash and liquid assets[10]	17.3	18.0
Self securitization[11]	7.4	6.2
Net trading assets[12]	15.4	14.5
Loan assets less than one year[13]	11.7	9.6
Loan assets greater than one year[13]	26.9	25.7
Debt investment securities[14]	2.6	2.1
Non-Banking Group deposit with MBL	(5.0)	(4.2)
Co-investment in Macquarie-managed funds and other equity investments[15]	1.0	1.1
Property, plant and equipment and intangibles	1.1	1.0
Net trade debtors[16]	-	(0.1)
Total	**78.4**	**73.9**

1 *Wholesale issued paper.* Unsecured short-term wholesale funding comprised of both Negotiable Certificates of Deposit and Commercial Paper.

2 *Net trade creditors.* Short-term working capital balances are created through the day-to-day operations of MBL Group. A net funding use (or source) will result due to timing differences in cash flows.

3 *Structured notes.* Debt instruments on which the return is linked to commodities, equities, currencies or other assets. They are generally issued as part of structured transactions with clients and are hedged with positions in underlying assets or derivative instruments.

4 *Secured funding.* Certain funding arrangements secured against an asset (or pool of assets).

5 *Bonds.* Unsecured long-term wholesale funding.

6 *Other loans.* Unsecured loans provided by financial institutions and other counterparties.

7 *Deposits.* Unsecured funding from retail, corporate and wholesale depositors. The Australian Government Financial Claims Scheme covers eligible deposits in MBL.

8 *Loan capital.* Long-term subordinated debt.

9 *Equity and hybrid.* Equity balances are comprised of issued capital, retained earnings and reserves. Hybrid instruments include the MIPS and MIS.

10 *Cash and liquid assets.* Cash and liquid assets generally consist of amounts due from banks and liquid debt investment securities available-for-sale. Liquid assets are almost entirely repo eligible with central banks or are very short dated.

[11] *Self securitization.* This represents Australian mortgages which have been internally securitized and is a form of collateral on the RBA's list of eligible securities for repurchase agreements.

[12] *Net trading assets.* The net trading asset balance consists of financial markets and equity trading assets including the net derivative position and any margin or collateral balances. It also includes trading assets which are hedging structured notes issued.

[13] *Loan assets.* This represents loans provided to retail and wholesale borrowers, as well as assets held under operating leases. See "— Capital analysis — Loan assets" in this Report for further information.

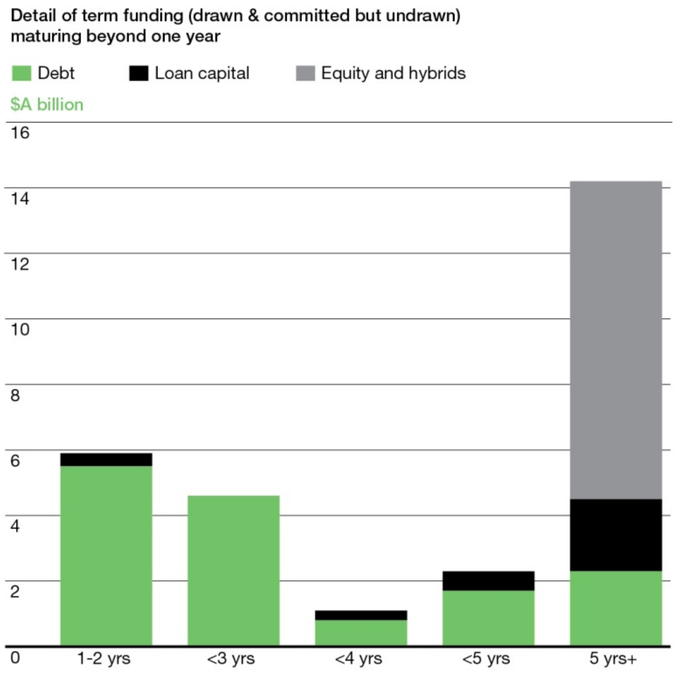
[14] *Debt investment securities.* These include various categories of debt securities including asset backed securities, bonds, commercial mortgage backed securities and residential mortgage backed securities.

[15] *Co-investment in Macquarie-managed funds and other equity investments.* These equity securities include co-investments in Macquarie-managed funds.

[16] *Net trade debtors.* Short-term working capital balances (debtors and creditors) are created through the day-to-day operations of MBL Group. A net funding use (or source) will result due to timing differences in cash flows.

As at March 31, 2014, deposits represented A$36.9 billion, or 47% of total funding, short-term (maturing in less than 12 months) wholesale issued paper represented A$8.5 billion, or 11% of total funding, and other debt funding maturing within 12 months represented A$6.9 billion, or 9% of total funding.

The following chart and table provides details of the Banking Group's term funding (drawn and committed but undrawn) maturing beyond one year, at March 31, 2014:



	As at Mar 14					
	1-2 yrs	2-3 yrs	3-4 yrs	4-5 yrs	5 yrs+	Total
Banking Group	A$b	A$b	A$b	A$b	A$b	A$b
Structured notes	0.1	0.1	-	0.2	0.7	1.1
Secured funding	2.9	0.2	0.1	0.3	0.3	3.8
Bonds	1.6	4.3	0.7	1.2	1.2	9.0
Other loans	0.2	-	-	-	-	0.2
Total debt	**4.8**	**4.6**	**0.8**	**1.7**	**2.2**	**14.1**
Loan capital	-	-	0.3	-	2.2	2.5
Equity and hybrid	-	-	-	--	9.5	9.5
Total funding sources drawn	**4.8**	**4.6**	**1.1**	**1.7**	**13.9**	**26.1**
Undrawn	-	-	-	-	-	-
Total funding sources drawn and undrawn	**4.8**	**4.6**	**1.1**	**1.7**	**13.9**	**26.1**

The Banking Group has diversity of funding by both source and maturity. Term funding beyond one year (excluding equity) has a weighted average term to maturity of 3.6 years.

The key tools used for accessing wholesale debt funding markets for MBL, which primarily funds the Banking Group, are as follows:

- US$25 billion Regulation S Debt Instrument Program, incorporating both Government guaranteed and unguaranteed securities including Euro Commercial Paper, Euro Certificates of Deposit, Euro Medium Term Notes, senior and subordinated fixed/floating rate notes, and Transferable Deposits. The Debt Instrument Program had US$7.4 billion of debt securities outstanding at March 31, 2014;

- US$10 billion Commercial Paper Program under which US$5.3 billion of debt securities were outstanding at March 31, 2014;

- US$20 billion Rule 144A/Regulation S Medium Term Note Program incorporating both Government guaranteed and unguaranteed securities. At March 31, 2014, US$6.7 billion had been issued under the Rule 144A/Regulation S Medium Term Note Program; and

- US$5 billion Structured Note Program under which US$1.1 billion of funding from structured notes was outstanding at March 31, 2014.

MBL Group accesses the Australian capital markets through the issuance of Negotiable Certificates of Deposits. At March 31, 2014, MBL Group had A$1.9 billion of these securities outstanding.

At March 31, 2014, MBL Group had internally securitized A$7.4 billion of its own mortgages. MBL, as an ADI, has access to liquidity from the Reserve Bank of Australia's (RBA) daily market operations.

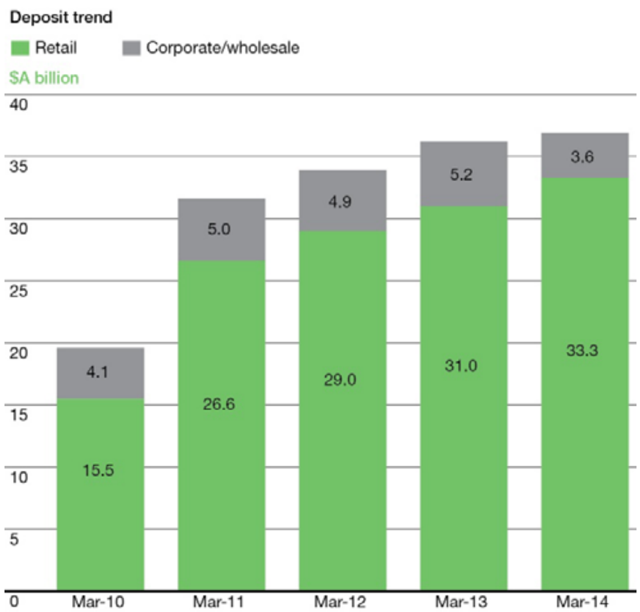
Deposit strategy

MBL continues to pursue a deposit strategy that is consistent with the core liquidity management principle of achieving diversity and stability of funding sources. The strategy is focused on growing the retail deposit base, which generally represents a more stable and reliable source of funding and reduces MBL's reliance on wholesale funding markets. In particular, MBL has focused on the quality and composition of the retail deposit base by targeting transactional and relationship based deposits such as the CMA.

In particular, MBL has focused on improving the quality and composition of the retail deposit base, targeting transactional and relationship based deposits such as the CMA.

The majority of MBL's deposits continue to be covered by the Financial Claims Scheme. The value cap on the deposits is set at A$250,000.

The chart below illustrates the retail deposit growth since March 31, 2010.



Lease commitments, contingent liabilities and assets

We do not expect our lease commitments to have a significant effect on our liquidity needs. See Note 35 "Lease commitments" to our 2014 annual financial statements for further information. Lease commitments are disclosed in our annual financial statements each year and are not required to be disclosed under Australian Accounting Standards in interim financial statements.

As at March 31, 2014, MBL Group had A$4.6 billion of contingent liabilities and commitments, including A$1.3 billion of contingent liabilities and A$3.3 billion of commitments under undrawn credit facilities. See Note 34 "Contingent liabilities and commitments" to our 2014 annual financial statements which shows MBL Group's contingent liabilities and commitments at March 31, 2014.

Quantitative and qualitative disclosures about market risk

Each year we prepare a detailed analysis of market risk as it applies to MBL Group and a quantitative analysis of MBL Group's value at risk for equities, interest rates, foreign exchange and bullion, and commodities, individually and in the aggregate thereof. See Note 38 "Financial risk management" to MBL Group's 2014 annual financial statements for a quantitative and qualitative discussion of these risks.

MACQUARIE
BANK