

Long Term Incentive Plan Summary – Macquarie Technology Group

Set out below is a summary of the key terms and conditions of the Company's Long Term Incentive Plan ("**Plan**"):

1. The Plan is a performance incentive designed to directly link participant remuneration to the growth in long-term Company shareholder wealth.
2. The Board may at its discretion from time to time invite executives and selected senior managers of the Company (or any of its subsidiaries) ("**Group**") or Directors holding a salaried employment or office to participate in the Plan ("**Participant**"). Participants may also include persons or entities (including companies) who perform services for the Group notwithstanding they may not be employees of a company within the Group.
3. Invitation to participate in the Plan is made by offering potential Participants the opportunity to be granted awards ("**Awards**") under the rules of the Plan ("**Rules**"). Any such offer is made under Division 1A of Part 7.12 of the *Corporations Act 2001 (Cth)*.
4. Awards may have a value referable to the price of a Share, or to Share price growth (both being "**Performance Rights**").
5. Each invitation will specify details of the Participant, Award Date and Award Vesting Date, number of Awards offered, performance conditions, targets and assessment, Performance Rights calculation methods, other Award Terms, and any other relevant details. No amount is payable by a Participant for the Performance Rights.
6. If a Participant is an employee of the Group on the Vesting Date then, subject to the Award Terms, the Participant will be entitled to receive Shares in respect of their vested Performance Rights. Trading in Shares received under the Plan is subject to the Group's Securities Trading Policy, including trading blackout periods.
7. The Board will (at the Participant's election and to the extent practicable) arrange for the Participant to receive the requisite number of Shares in respect of vested Performance Rights. This is subject to any withholding requirements under the Plan Rules. Participants will not need to pay anything for these Shares.
8. A Participant's Awards will be forfeited with no entitlement to any benefit in respect of those Awards if prior to the Awards' Vesting Date: (a) the Participant resigns their employment with the Group for any reason (excluding Retirement); or (b) the Participant's employment

with the Group is terminated for misconduct, gross negligence, material breach of contract, refusal to carry out a lawful and reasonable directions, or any other circumstance justifying immediate termination.

9. The Board has absolute discretion to determine if, in certain circumstances (including by way of example, the Participant's death or disablement, or the Participant's employing entity ceasing to be a subsidiary of the Company): (a) any Participant's Awards may continue beyond cessation of employment on the existing terms; (b) a Pro-Rata Award Payment to a Participant at the Vesting Date should be made.
10. The Board has absolute discretion to reduce any Pro-Rata Award Payment having regard to the performance of the: (a) Company over the period; or (b) Participant prior to cessation of their employment.
11. Should a **"Change of Control"** (as defined in the Rules) occur, a Participant will be immediately entitled to receive Shares in respect of, and in full satisfaction of, their Awards, subject to additional conditions specified in the Rules, including in respect to progress of performance targets. If the Change of Control event is a **"Takeover"** (as defined in the *Corporations Act 2001 (Cth)*), the performance targets will be assessed having regard to the offer price.
12. Awards are personal to Participants and may not be transferred.
13. Dividends are not paid on Performance Rights.
14. Note 1: This is a Summary only and does not contain the full details of the Plan or any specific Award Terms. In case of any inconsistency between this Plan Summary, any Award Terms and the Rules, the Rules shall prevail.
15. Note 2: Further information can be found for each year in the Remuneration Report contained within the current Annual Report, also available on the Company website.