

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	McMillan Shakespeare Limited
<b>ABN</b>	74 107 233 983

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Michael Kay
<b>Date of last notice</b>	14 November 2012

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct & indirect interest in options. Indirect interest in ordinary shares.
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The director holds a position as a director in the trustee companies.
<b>Date of change</b>	19 November 2012 (4,512 Ordinary shares) 22 November 2012 (81,296 Ordinary shares) 23 November 2012 (118,768 Ordinary shares) 24 November 2012 (15,000 Ordinary shares)

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+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	<p>682,206 options over ordinary shares (direct)</p> <p>4,164 ordinary shares held by Dr Sally Kay (indirect)</p> <p>9,475 options over ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)</p> <p>9,475 options over ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)</p> <p>9,475 options over ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)</p> <p>9,475 options over ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)</p> <p>352,589 ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)</p> <p>352,592 ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)</p> <p>352,591 ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)</p> <p>352,591 ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)</p>
<b>Class</b>	Ordinary shares.
<b>Number acquired</b>	Nil
<b>Number disposed</b>	219,576
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>4,512 for \$56,340</p> <p>81,296 for \$1,010,514</p> <p>118,768 for \$1,486,783</p> <p>15,000 for \$187,216</p>

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<p><b>No. of securities held after change</b></p>	<p>682,206 options over ordinary shares (direct)          4,164 ordinary shares held by Dr Sally Kay (indirect)          9,475 options over ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)          9,475 options over ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)          9,475 options over ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)          9,475 options over ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)          297,697 ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)          297,697 ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)          297,697 ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)          297,696 ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>On market trade</p>

+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

<sup>+</sup> See chapter 19 for defined terms.