

16 September 2016

Dear Shareholder

**McMillan Shakespeare Limited  
2016 Annual General Meeting**

The 2016 Annual General Meeting of McMillan Shakespeare Limited is to be held on 25 October 2016 at 10:00 am at the State Library of Victoria, Ground Floor, 328 Swanston St, Melbourne, Victoria in the Theatre.

Please find enclosed the Notice of Meeting, Explanatory Notes, question form and proxy form for your information.

At the meeting, the Managing Director and I will comment briefly on the Company's performance for the financial year ended 30 June 2016. The items of business set out in the Notice of Meeting will then be considered.

All resolutions to be put to the meeting are discussed in the Explanatory Notes attached to the Notice of Meeting. Directors' voting recommendations are set out in the Notice of Meeting and in the Explanatory Notes.

Please also refer to the 2016 Annual Report, which is enclosed if you have previously requested a hard copy to be sent or may otherwise be obtained at [www.mmsg.com.au](http://www.mmsg.com.au).

If you plan to attend the meeting in person, please bring your Proxy Form to facilitate your registration. If you are not able to attend the meeting in person, please complete and return the enclosed Proxy Form back to us. The instructions for voting by proxy or in person are set out in the Information for Shareholders section on page 4 of the Notice of Meeting.

If you would like to submit questions for consideration by the Board before the meeting, please complete and return the Shareholder question form that is included with the Notice of Meeting.

I look forward to seeing you at the meeting and invite you to join the Board members for light refreshments at the conclusion of the Meeting.

Yours sincerely



Tim Poole

Chairman

Encls

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of McMillan Shakespeare Limited (ABN 74 107 233 983) will be held on 25 October 2016 at 10:00 am at the State Library of Victoria, Ground Floor, 328 Swanston St, Melbourne, Victoria in the Theatre.

The Explanatory Notes that accompany and form part of this Notice describe in more detail the matters to be considered. Please ensure that you read the Explanatory Notes in full.

**Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form.**

## ORDINARY BUSINESS

### 1. Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report for the financial year ended 30 June 2016.

### 2. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution:

*That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2016, as contained in the Directors' Report, be adopted.*

Note: This resolution shall be determined as if it were an ordinary resolution, but under section 205R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting restriction applies to this resolution. See the Explanatory Notes for details.

### 3. Re-election of Mr John Bennetts as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Mr John Bennetts, a Director retiring from office in accordance with rule 20.2 of the Constitution, being eligible, is re-elected as director of the Company.*

### 4. Re-election of Mr Ian Elliot as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Mr Ian Elliot, a Director retiring from office in accordance with rule 20.2 of the Constitution, being eligible, is re-elected as director of the Company.*

### 5. Re-election of Ms Sue Dahn as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Ms Sue Dahn, a Director retiring from office in accordance with rule 19.4 of the Constitution, being eligible, is re-elected as director of the Company.*

### 6. Renewal of proportional takeover provisions of Constitution

To consider and, if thought fit, pass the following as a special resolution:

*That, in accordance with sections 136(2) and 648G(4) of the Corporations Act, the Constitution be modified with effect from the date of the meeting, to renew the operation of the proportional takeover provisions contained in rule 13 of the Constitution.*

By Order of the Board



Mark Blackburn  
Company Secretary

Melbourne, 16 September 2016

# Information for Shareholders

## 1. ENTITLEMENT TO ATTEND AND VOTE

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 10:00 am (Melbourne time) on Sunday, 23 October 2016. You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

## 2. VOTING BY PROXY

Each Shareholder has the right to appoint a proxy. A proxy need not be a Shareholder.

A proxy form and a reply paid envelope have been enclosed for Shareholders with this Notice. If an additional proxy form is required, the Company's share registry, Computershare Investor Services Pty Limited, will supply it on request (telephone: 1 300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)).

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or under the hand of a duly authorised officer or attorney.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 10:00 am (Melbourne time) on Sunday, 23 October 2016:

- at its registered office at Level 21, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000;
- on-line by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR Code, found on the enclosed Proxy Form, with your mobile device;
- by facsimile to its registered office on fax number +61 3 9097 3060;
- at its share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001 or by facsimile on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Any revocations of proxies must be received at one of these places before commencement of the Meeting, or at the registration desk for the Meeting at the State Library of Victoria, Ground Floor, 328 Swanston St, Melbourne, Victoria in the Theatre.

For more information concerning the appointment of proxies, please refer to the reverse side of the enclosed proxy form.

## 3. CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## 4. VOTING IN PERSON

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the share register and attendees recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

A corporation which is a Shareholder may appoint an individual to act as its representative and to vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's share registry.

## 5. VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda including Item 2 (Adoption of the Remuneration Report) notwithstanding that this Item is connected with the remuneration of a member of the Key Management Personnel.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In relation to Item 2 (Adoption of the Remuneration Report) if you have not marked the 'For', 'Against' or 'Abstain' boxes you will be deemed to have expressly authorised the Chairman of the Meeting to vote **in favour** of Item 2. If you do not wish to give the Chairman of the Meeting such express authorisation, you should ensure that a box is clearly marked.

## 6. DEFINITIONS

Words that are defined in the Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

## 7. PROXIES

Generally:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

### **Proxy vote if appointment specifies way to vote**

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chairman of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the Proxy is not the Chairman of the Meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

If:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chairman of the Meeting; and
- at the Meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the resolution,

the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

## Explanatory Notes on the Items of Business

### ITEM 1: FINANCIAL REPORTS

Under section 317 of the Corporations Act, the Financial Report, Directors' Report and Independent Audit Report of the Company for the financial year ended 30 June 2016 will be laid before the Meeting.

There is no requirement for a formal resolution on this item of business. The Shareholders will, however, be given the opportunity to raise questions or comments on the reports at the Meeting.

The reports are available on the Company's website, [www.mmsg.com.au](http://www.mmsg.com.au).

### ITEM 2: ADOPTION OF REMUNERATION REPORT

Under section 250R(2) of the Corporations Act, a resolution must be put to the Shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Board will, however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Remuneration Report set out on pages 24 to 40 of the Company's 2016 Annual Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and the Executive Key Management Personnel of the Company;
- discusses the link between the Board's remuneration policies and the Company's performance;
- provides a summary of performance conditions applicable to the Directors and the Executive Key Management Personnel of the Company, explaining why they were chosen and how performance is measured against them;
- sets out remuneration details for each Director and other Executive Key Management Personnel of the Group; and
- makes clear that the basis of remunerating non-executive Directors is distinct from the basis for remunerating Executive Key Management Personnel, including the Chief Executive Officer.

A reasonable opportunity will be provided to the members as a whole to ask questions about, or make comments on the Remuneration Report at the Meeting.

If at least 25% of the votes cast on the resolution to adopt the Remuneration Report are against adoption of the report, then:

- if comments are made on the report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2017 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2017 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2017 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Noting that each Director has a personal interest in their remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

### VOTING EXCLUSION STATEMENT

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of the resolution in Item 2 by:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the remuneration report and any Closely Related Party of such a member; or
- a proxy of a member of the KMP or a KMP's Closely Related Party.

However, the Company need not disregard any vote by such person excluded from voting on Item 2 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by any of them who is chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the proxy form.

If you have not marked the 'For', 'Against' or 'Abstain' boxes on Item 2 and have elected for the Chairman to act as your proxy, you will be deemed to have expressly authorised the Chairman to vote in the manner indicated in the Notice of Meeting, being **in favour** of Item 2 (Adoption of the Remuneration Report).

### ITEM 3: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION UNDER THE CONSTITUTION OF THE COMPANY

Rule 20.2 of the Constitution requires one third of the Directors to retire from office at each annual general meeting. The Directors that have been in office the longest since their last election must retire and are eligible for re-election to the Board at the annual general meeting. Mr Bennetts is retiring by rotation at this Meeting and, in accordance with the Constitution, is offering himself for re-election.

**John Bennetts** *B Ec, LLB*

Mr Bennetts is an experienced investor and has been the founder and director of many successful Australian companies with businesses in technology, finance and manufacturing. He is a founder of Cellestis Limited and private equity investment firm, Mooroolbark Investments Pty Limited (M-Group). He has also previously provided advisory services to a range of companies in Australia and Asia. Prior to the establishment of the M-Group, he was Group Legal Counsel and Company Secretary of Datacraft Limited.

The Directors (excluding Mr Bennetts) unanimously recommend that the Shareholders vote in favour of this resolution.

### ITEM 4: RE-ELECTION OF DIRECTOR RETIRING BY ROTATION UNDER THE CONSTITUTION OF THE COMPANY

Mr Ian Elliot is also retiring by rotation under rule 20.2 of the Constitution at this Meeting and, in accordance with the Constitution, is offering himself for re-election.

**Ian Elliot**

Mr Elliot is currently a Non-Executive Director of Salmat Limited and a Non-Executive Director of Hills Industries Limited. Mr Elliot was formerly Chairman and CEO at Australia's largest advertising agency George Patterson Bates. He is a Fellow of the Australian Institute of Company Directors and a graduate of the Advanced Management Program at Harvard Business School. Mr Elliot is considered an independent director under the Company's definition of independence.

The Directors (excluding Mr Elliot) unanimously recommend that the Shareholders vote in favour of this resolution.

### ITEM 5: RE-ELECTION OF DIRECTOR RETIRING UNDER RULE 19.4 OF THE CONSTITUTION

On 24 November 2015, the Company announced the appointment of Ms Sue Dahn as an independent Non-executive Director with effect from 1 January 2016. Rule 19.4 of the Constitution and ASX Listing Rule 14.4 require that the election of Ms Dahn be put at the next annual general meeting following her appointment.

**Sue Dahn** *BCom, MBA, FCPA, FAICD*

Ms Dahn is a partner in Investment Advisory Services at Pitcher Partners and Chair of the firm's Investment Committee. She is also a Non-executive Director of MTAA Super and serves on the Victorian Council of the Australian Institute of Company Directors. Prior to joining Pitcher Partners Ms Dahn spent 14 years in senior positions within the Victorian Government including the Departments of Premier and Cabinet and Treasury and Finance. Before this she was an accountant with the Big 4 chartered accounting firms. Ms Dahn holds a Bachelor of Commerce and Master of Business Administration. Ms Dahn is considered an independent director under the Company's definition of independence.

The Directors (excluding Ms Dahn) unanimously recommend that the Shareholders vote in favour of this resolution.

### ITEM 6: RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS OF CONSTITUTION

**Summary of the proposal**

It is proposed that the Constitution be amended to refresh the operation of the proportional takeover approval provisions in Rule 13.

The Constitution included proportional takeover approval provisions which enabled the Company to refuse to register Shares acquired under a proportional takeover bid unless a resolution was passed by Shareholders in general meeting approving the offer. In accordance with the 648G(1) of the Corporations Act, Rule 13 ceased to have effect on the third anniversary of the date of its adoption, being 1 December 2006.

The Company seeks Shareholder approval to renew these provisions in the Constitution again. As a consequence, the Corporations Act required the Company to provide Shareholders with an explanation of the proposed proportional takeover approval provisions as set out below so that Shareholders may make an informed decision on whether to support or oppose the resolution.

The Corporations Act requires that such a resolution be passed as a special resolution and, accordingly, it requires at least 75% of the votes cast by Shareholders entitled to vote on the resolution to be in favour.

**What is a proportional takeover bid and why do we need the proportional takeover provisions?**

A proportional takeover bid is a takeover offer sent to all Shareholders, but only in respect of a specified proportion of each Shareholder's Shares. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified proportion of their Shares in the Company and retain the balance of the Shares.

As a proportional takeover bid involves an offer for only a proportion of each Shareholder's Shares, a bidder may acquire control of the company:

- without Shareholders having a chance to sell all their Shares, leaving them as part of a minority interest in the Company; and
- without payment of an adequate control premium.

Proportional takeover provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company. They reduce the risk that a bidder will obtain control without adequately compensating Shareholders to decide collectively whether a proportional takeover bid is acceptable and appropriately priced.

#### **Effect of proportional takeover provisions**

Rule 13 of the Constitution requires that, if a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the bid more than 14 days before the bid period closes. Rule 13 does not apply to full takeover offers.

Rule 13 provides that the vote is decided on a simple majority of votes at the meeting, excluding votes by the bidder and its associates. If no resolution to approve the bid has been voted on in accordance with Rule 13 as at the end of the 14th day before the bid period closes, a resolution approving the bid will be deemed by the Corporations Act to have been passed, thereby allowing the bid to proceed.

If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to be withdrawn.

If the resolution is approved, the relevant transfers of Shares will be registered, provided they comply with the other provisions of the Constitution and otherwise with the Corporations Act.

#### **Reasons for proposing renewal of Rule 13**

The Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without shareholders having the opportunity to dispose of all of their Shares. This may mean that Shareholders could be at risk of being left as part of a minority interest in the Company. Rule 13, if renewed, would enable Shareholders to decide collectively whether a proportional takeover bid should be permitted to proceed.

#### **Present acquisition proposals**

At the date of this Explanatory Statement, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### **Review of advantages and disadvantages of Rule 13 while previously in effect**

Given no proportional takeover bid was made during this period, the Directors consider that there were no advantages or disadvantages when clause 13 was previously in force as they remained free to make a recommendation on whether a proportional takeover bid should be accepted. Whilst the Directors consider it unlikely, and have no reason to believe that such is the case, they cannot guarantee that the existence of Rule 13, while in effect, prevented a potential bidder from making a proportional takeover bid which might have been advantageous to members.

#### **Potential advantages and disadvantages of renewal of Rule 13**

The Directors consider that there are no such advantages or disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted. The renewal of the clause will ensure that all Shareholders continue to have an opportunity to study a proportional takeover bid, if made, and then attend or be represented by proxy at a meeting called specifically to vote on the proposal.

A majority of Shares voted at the meeting, excluding the Shares of the bidder and its associates, will be required for the resolution to be passed, following which Shareholders will be able to decide whether to accept the bid which may result in a change of control of the Company. This will enable Shareholders to prevent a proportional takeover bid proceeding if they believe that control of the Company should not be permitted to pass under the bid and, accordingly, the terms of any future proportional takeover bid are likely to be structured in a manner that is attractive to a majority of Shareholders.

It may be argued that the refreshing of Rule 13 reduces the possibility of a successful proportional takeover bid and that, as a result, proportional takeover bids for the Company will be discouraged. This, in turn, may reduce opportunities that Shareholders may have to sell some of their Shares at an attractive price to persons seeking control of the Company and may reduce any 'takeover speculation' element in the Company's share price. It may also be said that the provisions constitute an additional restriction on the ability of individual Shareholders to deal freely with their Shares.

#### **Recommendation**

The Directors consider that refreshing the operation of Rule 13 is in the interests of Shareholders as it allows the majority of Shareholders to determine whether a proportional takeover bid should proceed. The Directors unanimously recommend that the Shareholders vote in favour of this resolution.

## Glossary

In this Notice and the Explanatory Notes:

**Annual General Meeting** means the annual general meeting of the Company to be held on 25 October 2016 at 10:00 am at the State Library of Victoria, Ground Floor, 328 Swanston St, Melbourne, Victoria in the Theatre.

**ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it;

**ASX Listing Rules** means the listing rules of the ASX;

**Board** means the board of Directors of the Company;

**Closely Related Party** means, in relation to a member of a KMP, any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

**Company** means McMillan Shakespeare Limited ACN 107 233 983;

**Constitution** means the constitution of the Company;

**Corporations Act** means *Corporations Act 2001*;

**Directors** mean the directors of the Company and **Director** means any of them;

**Glossary** means this glossary;

**Item** or **Resolution** means a proposed resolution to be put to a vote of Shareholders at the Meeting, as set out in the Notice of Meeting;

**KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors and certain senior executives;

**Meeting** means the annual general meeting of the members of the Company convened by this Notice;

**Notice of Meeting** or **Notice** means this notice of meeting and the explanatory notes;


**Rule 13** means rule 13 in the Constitution;


**Share** means a fully paid ordinary share in the Company; and

**Shareholder** means a holder of at least one Share.



**Lodge your vote:**

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
 Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia


Alternatively you can fax your form to  
 (within Australia) 1800 783 447  
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 850 505  
 (outside Australia) +61 3 9415 4000



**Proxy Form**

 <p><b>Vote and view the annual report online</b></p> <ul style="list-style-type: none"> <li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li> <li>• Follow the instructions on the secure website to vote.</li> </ul>	
<p><b>Your access information that you will need to vote:</b></p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 10:00 am (Melbourne time) on Sunday 23 October 2016**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form** ➔

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of McMillan Shakespeare Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of McMillan Shakespeare Limited to be held at the State Library of Victoria, Ground Floor, 328 Swanston St, Melbourne, Victoria in the Theatre on Tuesday 25 October 2016 at 10:00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr John Bennetts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr Ian Elliot as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-election of Ms Sue Dahn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Renewal of proportional takeover provisions of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /