

McMillanShakespeareGroup

ASX ANNOUNCEMENT

Attached is a Change of Director's Interest Notice lodged with ASX on 25 October 2018 for Mr Mike Salisbury in respect of the issue of performance options and performance rights issued to him as part of the MMS Long Term Incentive Plan, following shareholder approval at the 2017 Annual General Meeting as well as the lapsing of previously issued employee options.

The late filing of this Appendix 3Y was the result of an inadvertent oversight by MMS. The issue of these securities was disclosed in the Notice of Annual General Meeting and an Appendix 3B lodged with ASX on 30 October 2017.

This oversight has been identified as part of MMS's recent review of its procedures and policies or director reporting obligations. MMS believes its current arrangements are adequate, however will ensure reinforcement of the particular ASX Listing Rules at every possible opportunity to improve its internal processes.



Mark Blackburn

CFO and Company Secretary
McMillan Shakespeare Limited

McMillan Shakespeare Limited A.B.N. 74 107 233 983 AFSL No. 299054
Level 21, 360 Elizabeth Street, Melbourne, Victoria 3000
Tel: +61 3 9097 3273 Fax: +61 3 9097 3060 Web: www.mmsg.com.au

About McMillan Shakespeare

McMillan Shakespeare is considered a market leader in the provision of remuneration programs. Its services include remuneration policy design, salary packaging benefit administration and motor vehicle lease management backed by expertise in FBT management, tax and compliance. McMillan Shakespeare also provides a complementary fleet management service, including the procurement of motor vehicles and finance and the management of fuel card and service maintenance programs.



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

Name of entity	McMillan Shakespeare Limited
ABN	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.

Name of Director	Michael Neil Salisbury
Date of last notice	10 February 2015

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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	24 October 2017
No. of securities held prior to change	10,276 Ordinary Shares 302,158 Employee Options (exercisable at \$10.18 expiring on 30 September 2019)
Class	Performance Rights and Performance Options
Number acquired	1) 17,860 Performance Rights (2 year offer) 2) 18,814 Performance Rights (3 year offer) 3) 71,140 Performance Options (2 year offer) 4) 66,027 Performance Options (3 year offer)
Number disposed	135,971 options forfeited / lapsed
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil - issued under Long Term Incentive Plan

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held after change</p>	<p>Direct:</p> <ul style="list-style-type: none"> • 10,276 Ordinary Shares • 166,187 Employee Options (exercisable at \$10.18 expiring on 30 September 2019) • 17,860 Performance Rights (vesting upon the lodgement of the Company's financial statements with ASX for FY19) • 18,814 Performance Rights (vesting upon the lodgement of the Company's financial statements with ASX for FY20) • 71,140 Performance Options (exercisable at \$13.45 expiring on 30 September 2020) • 66,027 Performance Options (exercisable at \$13.45 expiring on 30 September 2021)
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>1) Issue of Performance Rights and Performance Options to Mike Salisbury as incentive based remuneration under Long Term Incentive Plan</p> <p>2) Options forfeited/lapsed</p>

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.

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

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.

