

# 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> | 15 March 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.<br>Indirect interest in ordinary shares.   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | The director holds a position as a director in the trustee companies as noted below.  |
| <b>Date of change</b>  | 8 November 2012 (4,227 Ordinary shares)<br>9 November 2012 (22,881 Ordinary shares)<br>12 November 2012 (3,316 Ordinary shares) |

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+ See chapter 19 for defined terms.

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|  |   |
|--|---|
| <p><b>No. of securities held prior to change</b></p>   | <p>682,206 options over ordinary shares (direct)<br/>         4,164 ordinary shares held by Dr Sally Kay (indirect)<br/>         9,475 options over ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)<br/>         360,197 ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)<br/>         360,197 ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)<br/>         360,197 ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)<br/>         360,196 ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)</p> |
| <p><b>Class</b></p>  | <p>Ordinary shares.</p>   |
| <p><b>Number acquired</b></p>  | <p>Nil</p>  |
| <p><b>Number disposed</b></p>  | <p>30,424</p>   |
| <p><b>Value/Consideration</b><br/>         Note: If consideration is non-cash, provide details and estimated valuation</p> | <p>4,227 for \$54,776<br/>         22,881 for \$286,304<br/>         3,316 for \$41,408</p>   |

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|  |   |
|--|---|
| <p><b>No. of securities held after change</b></p>  | <p>682,206 options over ordinary shares (direct)<br/>         4,164 ordinary shares held by Dr Sally Kay (indirect)<br/>         9,475 options over ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)<br/>         9,475 options over ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)<br/>         352,589 ordinary shares held by Emily Kay Investments Pty Ltd as trustee for Emily Kay Investments Trust (indirect)<br/>         352,592 ordinary shares held by Nonie Kay Investments Pty Ltd as trustee for Nonie Kay Investments Trust (indirect)<br/>         352,591 ordinary shares held by Michael Gordon Kay Investments Pty Ltd as trustee for Michael Gordon Kay Investments Trust (indirect)<br/>         352,591 ordinary shares held by Tristan Kay Investments Pty Ltd as trustee for Tristan Kay Investments Trust (indirect)</p> |
| <p><b>Nature of change</b><br/>         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>  |

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**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><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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 |

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