

McMillan
Shakespeare
Limited

Off-Market Buy-Back Booklet



Legal Advisor

**KING&WOOD
MALLESONS**

McMillan Shakespeare Limited ACN 107 233 983

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If you are in any doubt as to the action you should take, please consult your
financial, taxation or other professional adviser immediately.

Copies of this document, and all materials related to it, should not be sent or
otherwise distributed in or into the United States or Canada because this Buy-Back
Invitation is not being made, directly or indirectly, in the United States or Canada

IMPORTANT DATES¹

August 2019

• Full Year Results Announcement Date / Announcement of confirmation of Buy-Back	Wednesday, 21 August
• Last day that Shares can be acquired on the ASX to be eligible to participate in the Buy-Back and to qualify for franking credit entitlements in respect of the Buy-Back consideration	Tuesday, 27 August
• Buy-Back Ex-Entitlement Date: The date that Shares commence trading on an ex-Buy-Back basis. Shares acquired on the ASX on or after this date will not confer an entitlement to participate in the Buy-Back	Wednesday, 28 August
• Final Dividend Ex-Entitlement Date	
• Buy-Back Record Date: Determination of shareholders entitled to participate in the Buy-Back (7.00pm Melbourne time)	Thursday, 29 August
• Final Dividend Record Date	

September 2019

• Mailing of Buy-Back booklet to eligible shareholders expected to be completed	Thursday, 5 September
• Tender Period opens	Wednesday, 11 September
• Final Dividend Payment Date	September

October 2019

• VWAP period: Five trading days over which VWAP is calculated (for the purposes of determining the Market Price)	Monday, 7 October – Friday, 11 October
• Closing Date: Tenders must be received by the Registry no later than 7.00pm (Melbourne time)	Friday, 11 October
• Buy-Back Date: Announcement of Buy-Back Price and scale back (if any) to the ASX and entry into Buy-Back Contracts	Monday, 14 October
• Dispatch/crediting of Buy-Back proceeds to participating shareholders completed	Tuesday, 22 October

The date of this booklet is Wednesday, 28 August 2019 and all information is current as at this date, except where otherwise indicated.

All references to time are to the time in Melbourne, Australia, unless otherwise specified.

¹ While MMS does not anticipate any changes to these dates and times, it reserves the right to vary them by announcement to the ASX. Such an announcement will be taken to amend this booklet (and the other Buy-Back Documents) accordingly. MMS may, in its absolute discretion, also decide to vary the size of the off-market Buy-Back (subject to any legal restrictions), including not buying back any shares at all depending on several factors, including shareholder demand, market conditions and forecast future capital requirements.

ELIGIBILITY TO PARTICIPATE

The Buy-Back Invitation is not being made to Excluded Foreign Shareholders, and they are not eligible to participate in the Buy-Back. An Excluded Foreign Shareholder is a person who resides outside of Australia and New Zealand, and also includes any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada (or any other jurisdiction outside of Australia and New Zealand). MMS will not accept Tender Forms from Excluded Foreign Shareholders, as set out further in Section 4.1. MMS will also not accept Tender Forms in respect of Restricted Employee Shares.

Unless you are an Excluded Foreign Shareholder, or hold only Restricted Employee Shares, you are eligible to participate in the Buy-Back in respect of Shares registered in your name on the Buy-Back Record Date, and in accordance with the Settlement Rules, those Shares confer an entitlement to receive this Invitation.

IMPORTANT NOTICE

This is an important booklet. It invites you to make an offer to sell your Shares to MMS in the Buy-Back. It contains information to assist you in making a decision as to whether to participate in the Buy-Back.

It does not provide financial product advice, tax advice, or investment advice, and has been prepared without taking into account your particular objectives, financial situation, taxation circumstances or needs. You should consider the appropriateness of the Buy-Back having regard to these factors. If you are in any doubt as to the action you should take, please consult your financial, taxation or other professional adviser. The distribution of this booklet in some jurisdictions outside of Australia and New Zealand may be restricted by law and does not constitute an invitation to participate in any place where, or to any person to whom, it would be unlawful to do so. **Persons who come into possession of this booklet should seek advice on it and observe any restrictions on distributing it.**

Copies of the Buy-Back Documents are not being mailed or otherwise distributed or sent into the United States or Canada.

Any person receiving any of the Buy-Back Documents must not distribute or send them into the United States or Canada, or make them available to any Excluded Foreign Shareholder or any person who is in the United States or Canada or any US Person or resident of Canada.

In reviewing this booklet you should also have regard to other information previously made available to you about MMS, such as its Annual Report for the financial year ended 30 June 2019, its interim financial statements and Appendix 4D for the half-year ended 31 December 2018, and other market announcements made by MMS, including the announcements available on the ASX website (www.asx.com.au) and on MMS' website (<https://www.mmsg.com.au/>) under 'Investors' or 'News'.

Please note that this Invitation does not constitute or give rise to a legally binding offer capable of your acceptance. If you tender your Shares into the Buy-Back, you make a formal offer to sell those Shares on the terms and conditions set out in the Buy-Back Documents. If MMS accepts your Tender, a Buy-Back Contract is formed and your tendered Shares will be sold to MMS on those terms and conditions.

BUY-BACK SUMMARY

Buy-Back size	<ul style="list-style-type: none"> MMS is seeking to buy back around \$80 million worth of its Shares through an off-market tender. However, MMS may vary the size of the Buy-Back depending on a number of factors including shareholder demand, market conditions and future capital requirements, in MMS' absolute discretion
Eligible shareholders	<ul style="list-style-type: none"> You are eligible to participate in the Buy-Back if Shares are registered in your name on the Buy-Back Record Date (Thursday, 29 August 2019)² and you are not an Excluded Foreign Shareholder
How the Buy-Back works	<ul style="list-style-type: none"> Provided you are not an Excluded Foreign Shareholder, you can offer to sell some or all of your Shares to MMS: <ul style="list-style-type: none"> at a discount to the Market Price that is within the Tender Discount Range; or at the final Buy-Back Price (as a Final Price Tender) If you wish, you can also select a Minimum Price below which none of your Shares will be bought back
Tender Discount Range	<ul style="list-style-type: none"> Tenders can be lodged at discounts of 10% to 14% inclusive (at 1% intervals) to the Market Price. The Market Price is calculated as the volume weighted average price (or VWAP) of MMS ordinary shares on the ASX over the five trading days up to and including the Closing Date The Market Price will be announced to the market as soon as possible after 4.30pm (Melbourne time) on the Closing Date (which is expected to be on Friday, 11 October 2019). The Market Price will be available to shareholders on MMS' website or by calling the Buy-Back Information Line
Buy-Back Price	<ul style="list-style-type: none"> The Buy-Back Price will be calculated by applying the Buy-Back Discount to the Market Price The Buy-Back Price will be determined as the lowest price at which MMS can buy back the targeted amount of capital, based on the Tenders received from all participating eligible shareholders The Buy-Back Price will be announced to the ASX on Monday, 14 October 2019
Capital Component of the Buy-Back Price	<ul style="list-style-type: none"> \$1.78³
Dividend Component of the Buy-Back Price	<ul style="list-style-type: none"> The Buy-Back Price less the \$1.78⁴ capital component
Multiple Tender Discounts	<ul style="list-style-type: none"> With the exception of shareholders who own 365 Shares or less (as at the Buy-Back Record Date), eligible shareholders can tender different parcels of Shares at different Tender Discounts (however, a minimum of 365 Shares in aggregate must be tendered) Shareholders who own 365 Shares or less (as at the Buy-Back Record Date) can only submit one Tender in respect to all of their Shares, at one of the specific Tender Discounts or as a Final Price Tender
Final Price Tender	<ul style="list-style-type: none"> Shareholders may submit a Final Price Tender which is an offer to sell Shares at the Buy-Back Price determined by MMS
Minimum Price	<ul style="list-style-type: none"> Shareholders can specify a Minimum Price (being one of three prices set out on the Tender Form) in conjunction with their Tender Discount(s) and/or Final Price Tender. If you specify a Minimum Price, this will make your Tender conditional upon the Buy-Back Price being no less than the Minimum Price you select
Ineligible shareholders	<ul style="list-style-type: none"> Excluded Foreign Shareholders, including any person who is (or who is acting on behalf of or for the account of a person who is) in the United States, a US Person or a resident of Canada, are not eligible to participate in the Buy-Back – further detail is set out in Section 4.1. In addition, Restricted Employee Shares must not be tendered into the Buy-Back.
Scale back and priority parcels	<ul style="list-style-type: none"> A scale back may be applied where the total number of Shares validly tendered at Tender Discounts equal to or greater than the Buy-Back Discount, together with

² The Shares must, in accordance with the Settlement Rules, confer an entitlement to participate in the Buy-Back.

³ This amount is subject to ATO approval (see Section 2).

⁴ This amount is subject to ATO approval (see Section 2).

	<p>Final Price Tenders, exceeds the number of Shares that MMS determines that it will buy back</p> <ul style="list-style-type: none"> • Further detail is set out in Section 1.19.
Small Residual Holding Tender	<ul style="list-style-type: none"> • A Small Residual Holding Tender is a Tender submitted by a shareholder who has tendered all of their Shares at one of the Tender Discounts greater than or equal to the Buy-Back Discount and/or as a Final Price Tender and who would otherwise be left with 145 Shares or less as a result of the scale back. No scale back will apply to Small Residual Holding Tenders.

HOW TO PARTICIPATE

The Buy-Back is an opportunity for you to offer to sell some or all of your Shares to MMS (on the terms of the Buy-Back Documents) by submitting a Tender.

It is entirely your choice whether or not to participate in the Buy-Back. If you choose not to participate in the Buy-Back, you do not need to take any action, and the number of Shares you hold will not change as a result of the Buy-Back (however, your proportional shareholding in the Company will increase if other shareholders participate in the Buy-Back).

The following table provides a summary of the steps you need to follow if you choose to participate in the Buy-Back. Further details regarding each of these steps are set out in Section 1.

<p>Step 1: Decide how many Shares you wish to sell</p>	<ul style="list-style-type: none"> • If you hold 365 Shares or less and want to participate, you must Tender all of your Shares in one parcel at one of the specified Tender Discounts or as a Final Price Tender • If you hold more than 365 Shares, you can tender different parcels of Shares at different Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 365 Shares in aggregate
<p>Step 2: Select your Tender Discount(s) and/or a Final Price Tender</p>	<ul style="list-style-type: none"> • You can select the Tender Discount(s) between 10% and 14% inclusive (at 1% intervals) at which you are willing to sell some or all of your Shares (your Tender price): <ul style="list-style-type: none"> – if the Buy-Back Price is higher than your Tender price, you will receive the higher Buy-Back Price for all of your Shares that are bought back by MMS; – if the Buy-Back Price is less than your Tender price, MMS will not buy back your Shares. Under no circumstances will your Shares be bought back at a price lower than your Tender price • Alternatively, you can choose to Tender some or all of your Shares as a Final Price Tender. This means you are willing to sell your Shares at the Buy-Back Price determined by MMS following the tender process
<p>Step 3: Select your Minimum Price (optional)</p>	<ul style="list-style-type: none"> • Determine whether you wish to make your Tender conditional on one of the Minimum Prices set out on your Tender Form. This means your Tender will not be accepted if the Buy-Back Price is less than the Minimum Price you select
<p>Step 4: Submit your Tender(s)</p>	<ul style="list-style-type: none"> • If you are an Issuer Sponsored Holder, you can lodge your Tender online at www.mmsbuyback.com.au or you can complete and sign the applicable Tender Form that accompanies this booklet • If you are a CHESS Holder, you should instruct your broker to process your Tender via CHESS or you can lodge your Tender online at www.mmsbuyback.com.au • Tenders must be received by the Registry, or processed by your broker through CHESS, by no later than 7.00pm (Melbourne time) on the Closing Date

IF YOU CHOOSE NOT TO PARTICIPATE

If you choose not to participate in the Buy-Back (or are ineligible to participate), you do not need to take any action. The number of Shares you hold will not change. However, your proportional shareholding in MMS will increase if other shareholders participate in the Buy-Back. As a shareholder, you will benefit from any improvement in MMS' earnings per share and return on equity, and you will continue to be subject to the normal benefits and investment risks associated with share ownership in MMS.

ENQUIRIES

If you have any questions in relation to the Buy-Back or the content of this booklet, please call the Buy-Back Information Line on 1300 850 505 from within Australia or on +61 3 9415 4000 from outside Australia between 8.30am and 5.00pm (Melbourne time). Alternatively, information on the Buy-Back is also available online at www.mmsbuyback.com.au.

DEFINITIONS

Section 5 of this booklet defines the capitalised words used in this booklet and sets out other rules of interpretation.

CHAIRMAN'S LETTER

Dear Shareholder,

I am pleased to advise that the MMS Board has decided to undertake an Off-market Buy-Back and invites you to participate. This Buy-Back is in addition to the 2019 final dividend which was announced on Wednesday, 21 August 2019.

The Buy-Back is aimed at achieving a balance between returning capital to shareholders, retaining flexibility to invest capital for growth and maintaining a strong balance sheet. We believe that the Buy-Back will benefit all shareholders, whether or not you choose to participate. This is because the Buy-Back is expected to improve MMS' earnings per share and return on equity.

We are aiming to buy back approximately \$80 million worth of Shares which represents approximately 8.7%⁵ of our outstanding Shares based on a share price of \$12.81.⁶ If you decide that you would like to participate, you can either offer to sell your Shares in MMS:

- at specified discounts of between 10% to 14% (inclusive) to the Market Price; or
- as a Final Price Tender (which is an election to receive the Buy-Back Price determined by MMS through the tender process).

For details of the Buy-Back tender process and how to participate, please refer to Section 1.14 of this booklet.

For Australian tax purposes, the Buy-Back Price should comprise a capital component of \$1.78⁷, with the remainder of the price being deemed to be a fully franked dividend. We expect a Class Ruling confirming this to be issued by the ATO after completion of the Buy-Back.

As the Buy-Back will have different consequences (including different tax consequences) for different shareholders, your decision to participate will be determined by your own personal circumstances. In some circumstances, selling your Shares under the Buy-Back may be more advantageous to you than selling your Shares on market. A summary of the reasons why you may or may not wish to participate in the Buy-Back, are set out in Sections 1.11 and 1.12 of this booklet. General information on the Australian tax consequences for participants is provided in Section 2 of this booklet. However, you should read this booklet in full.

Participation in the Buy-Back is entirely optional. If you wish to submit a Tender, please follow the instructions in Section 1.14 of this booklet. Tenders must be received by the Registry or, if you are a CHESS Holder, you must ensure that your broker processes your Tender, by no later than 7.00pm (Melbourne time) on Friday, 11 October 2019. If you have any questions on how the Buy-Back operates, please contact the Buy-Back Information Line on 1300 850 505 from within Australia or on +61 3 9415 4000 from outside Australia.

The MMS Board is pleased to be able to present this opportunity for your consideration.

I urge you to consider this document carefully. In deciding whether to participate in the Buy-Back, you should discuss your particular circumstances with your professional adviser.

Yours sincerely,



Tim Poole

Chairman

⁵ Based on 83.20 million Shares on issue, an assumed Market Price of \$12.81 and an assumed 14% Buy-Back Discount.

⁶ \$12.81 being the VWAP over the five trading days up to and including 20 August 2019.

⁷ This amount is subject to ATO approval (see Section 2).

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1 Overview of the Buy-Back and the Tender Process

This booklet invites you to offer to sell your Shares to MMS by submitting a Tender in the Buy-Back. It sets out the terms of the Buy-Back and other information to assist you in making a decision on whether to participate in the Buy-Back.

OVERVIEW OF THE BUY-BACK

1.1 What is an off-market buy-back tender?

Under an off-market buy-back tender, a company invites eligible shareholders to offer to sell some or all of their shares to the company by way of a tender process. If the company accepts the offer, then a buy-back agreement is formed on the applicable terms.

Any shares bought back are cancelled, which reduces the number of shares on issue.

1.2 Why is MMS implementing the Buy-Back?

MMS' capital management strategy seeks to:

- maintain a strong balance sheet with a conservative level of debt;
- provide funding for capital expenditure to ensure systems remain market leading while driving cost synergies;
- increase off-balance sheet funding to at least 30% of the fleet book;
- maintain dividend returns to shareholders in the range of 60% to 70% of UNPATA;
- fund acquisitions where expected risk adjusted returns are materially above the Company's cost of capital; and
- return excess capital and franking credits to shareholders.

In accordance with this strategy, the Buy-Back is aimed at achieving a balance between returning capital to shareholders, retaining flexibility to invest capital for growth, and maintaining a strong balance sheet.

MMS is implementing the Buy-Back to efficiently distribute surplus capital and surplus franking credits to shareholders

1.3 Why is the Buy-Back considered the most efficient strategy for returning capital?

The Board considered various alternatives for returning capital to shareholders and determined that the Buy-Back, conducted as an off-market tender, is the most efficient and value-enhancing strategy to distribute the Company's surplus capital taking into account the level of available franking credits for the Company. This is because:

- the Buy-Back generates value for shareholders by enabling MMS to buy back Shares at a discount of 10% to 14% to the Market Price. This is likely to enable MMS to buy back a greater number of Shares (for the same amount of capital) than under an on-market buy-back and it maximises the reduction in the number of Shares on issue;
- both participating and non-participating shareholders are expected to benefit from the Buy-Back as:
 - for some shareholders, depending on their tax status, the after-tax return from participating in the Buy-Back may be greater than the sale of their Shares on-market; and
 - the Buy-Back is expected to improve earnings per share and return on equity for shareholders who continue to hold Shares;
- the targeted amount of capital can be bought back within a relatively short period of time;
- MMS is able to determine the most appropriate number of Shares to buy back based on shareholder demand;
- participation is optional and shareholders who choose to participate can tailor their participation to suit their own circumstances. In particular, you can choose:

- whether to tender your Shares into the Buy-Back;
- how many Shares to be tendered (other than if you own 365 Shares or less, in which case you must tender all of your Shares); and
- the basis on which to tender your Shares (for example, at what Tender Discount(s) or as a Final Price Tender, with the option to make your Tender conditional on a Minimum Price);
- all eligible shareholders have an equal opportunity to participate in the Buy-Back;
- in the event of a scale back, shareholders with a Small Residual Holding are able to sell all of their Shares into the Buy-Back so as not to be left with a small parcel of Shares (see Section 1.20 for full details of Small Residual Holding Tenders); and
- shareholders should not have to pay any brokerage to sell their Shares into the Buy-Back.

The Board has taken into account the level of available franking credits for the Company and the Company's current and anticipated dividend payout ratio. The Board believes that the Buy-Back can be undertaken without prejudicing MMS' ability to maintain its ordinary dividend payout ratio in the range of 60% to 70% . While the Buy-Back will result in a reduction of the Company's available franking credits, the Board does not expect the Buy-Back to have any material impact on MMS' ability to fully frank its dividends in future years. Further information on the effect of the Buy-Back on MMS is set out in Section 3.

The Board believes there will be no material impact from the Buy-Back on the control of MMS.

1.4 What is the size of the Buy-Back?

MMS currently intends to buy back around \$80 million worth of Shares equivalent to approximately 8.73% of issued capital⁸ based on an assumed Market Price of \$12.81⁹ and an assumed 14% Buy-Back Discount. However, MMS may, in its complete discretion, choose to buy back a different number of Shares or no Shares at all, depending on several factors including shareholder demand, market conditions and future capital requirements. Any decision to increase the size of the Buy-Back is subject to the 10% limit described below.

As discussed in Section 4.19, ASIC has granted relief to allow the Company to conduct the Buy-Back in the same manner as an equal access buy-back. Under the Corporations Act MMS may, without shareholder approval, buy back any number of voting shares under an equal access buy-back, up to a maximum of 10% of the smallest number of votes attaching to the Company's voting shares at any time over the 12 months preceding the Buy-Back Date. This limit would permit MMS to buy back up to 7.26 million Shares under the Buy-Back (based on 83.20 million Shares on issue, an assumed Market Price of \$12.81 and an assumed 14% Buy-Back Discount). MMS will not buy back more than 7.26 million Shares under the Buy-Back.

1.5 How long will the Buy-Back be open?

The Buy-Back will be open from 10.00am on Wednesday, 11 September 2019 to 7.00pm on Friday, 11 October 2019. Shareholders may only lodge Tenders within this period. MMS, in its absolute discretion, may change this period, but does not expect to do so. If the Tender Period is extended, the new Closing Date will be announced to the ASX and disclosed on MMS' website.

1.6 How will the Buy-Back be conducted?

MMS is conducting the Buy-Back through an off-market tender process. All shareholders eligible to participate in the Buy-Back will be able to submit offers to sell their Shares at specified discounts in the Tender Discount Range from 10% to 14% (at 1% intervals) to the Market Price, or as a Final Price Tender.

At the end of the Tender Period, MMS will consider the Tenders and determine the Buy-Back Price. All successful Tenders will receive the Buy-Back Price for each Share bought back, even if Shares were tendered at a Tender Discount greater than the Buy-Back Discount. Any Shares tendered at a Tender Discount lower than the Buy-Back Discount will not be accepted. If the number of Shares tendered at or above the Buy-Back Discount (including Final Price Tenders) exceeds the number of Shares MMS determines to buy back, a scale back will operate on the basis set out in Section 1.20.

⁸ MMS currently has approximately 83.20 million Shares on issue

⁹ \$12.81 being the VWAP over the five trading days up to and including 20 August 2019.

YOUR PARTICIPATION IN THE BUY-BACK

1.7 Can I participate in the Buy-Back?

If you are not an Excluded Foreign Shareholder, you may offer to sell Shares in the Buy-Back if:

- Shares are registered in your name on the Buy-Back Record Date (being 7.00pm (Melbourne time), Thursday, 29 August 2019); and
- in accordance with the Settlement Rules, those Shares confer an entitlement to participate in this Buy-Back. The maximum number of Shares you may tender is set out on your personalised Tender Form that is provided to you and is also stated via the online tendering process.

Shares acquired on the ASX on or after the Ex-Entitlement Date (Wednesday, 28 August 2019) will not be registered in your name by the Buy-Back Record Date and therefore will not carry an entitlement to participate in the Buy-Back.

An Excluded Foreign Shareholder is a person who resides outside of Australia and New Zealand, including any person who is (or who is acting on behalf of or for the account of a person who is) in the United States, a US Person or a resident of Canada. Excluded Foreign Shareholders are not eligible to participate in the Buy-Back (as described in Section 4.1).

In addition, any Restricted Employee Shares will not be eligible to be tendered into the Buy-Back and will not be included on your Tender Form. MMS will not accept Tender Forms in respect of Restricted Employee Shares.

1.8 Do I have to participate in the Buy-Back?

No, participation in the Buy-Back is optional. If you do not want to sell any of your Shares into the Buy-Back, you do not need to take any action.

1.9 What if I do not participate in the Buy-Back?

If you do not participate in the Buy-Back, or you participate but none of your Shares are bought back, the number of Shares you hold will not change as a result of the Buy-Back, although your proportional shareholding in MMS will increase if the Buy-Back proceeds, as there will be fewer Shares on issue (as shown in Section 3.6). You will also benefit from any improvement in earnings per share and return on equity and you will continue to be subject to the normal investment risks associated with share ownership in MMS.

1.10 Will I still receive the Final Dividend if my Shares are bought back?

Yes. All shareholders with an entitled registered holding on Thursday, 29 August 2019 will receive the fully franked final dividend of \$0.40 per Share in respect of those Shares (resulting in a total FY19 dividend of \$0.74 per Share), whether or not they participate in the Buy-Back.

1.11 Why would I participate in the Buy-Back?

Reasons you may choose to participate in the Buy-Back include:

- all of the Buy-Back Price above \$1.78¹⁰ is expected to be treated as a fully-franked dividend (refer to Section 2). Depending on your individual taxation circumstances and the Australian income taxation consequences for you, this may provide a greater after-tax return than selling your Shares on the ASX;
- no brokerage fee should be payable and there is no need to appoint a stockbroker in order to participate in the Buy-Back; and
- if you have a small holding, it may be an efficient method of selling all of your Shares.

Generally, Australian resident shareholders on low marginal tax rates (including individuals, tax exempt charities and complying superannuation funds) are more likely to wish to sell their Shares in the Buy-Back because the after-tax return may exceed the after-tax return of selling Shares on the ASX.

¹⁰ This amount is subject to ATO approval (see Section 2).

Refer to Section 2.8 of this booklet for an illustrative example of the total after-tax proceeds if you sell your Shares under the Buy-Back and if you sell your Shares on the ASX.

The market price of Shares on the ASX may be, or may move, higher than the Buy-Back Price during, or after, the Tender Period. It may also change materially in the future. By making the Invitation, and in setting the Tender Discount Range, MMS is not making any recommendation or giving any advice on the value of its Shares, or whether (or how) you should sell your Shares. **Before you decide what to do with your Shares, we strongly recommend you seek your own professional advice (including taxation and financial advice) having regard to your individual circumstances.**

1.12 Why might I not participate in the Buy-Back?

Reasons you may choose not to participate in the Buy-Back include:

- you do not wish to dispose of any of your Shares;
- participating in the Buy-Back may not suit your individual tax circumstances (this might be the case for non-resident shareholders and Australian resident shareholders on high marginal tax rates);
- you may be able to sell your Shares for a higher price on the ASX during or after the Tender Period and may receive a higher after-tax return depending upon your tax position. The price of MMS' shares trading on ASX during the Tender Period may be higher than the Buy-Back Price, because the prices at which eligible shareholders can tender Shares into the Buy-Back are at discounts of between 10% and 14% of the Market Price. Accordingly, MMS' share price on the ASX may be, or may move, higher than the Buy-Back Price during, or after, the Tender Period. It may also change materially in the future;
- you may wish to retain your Shares to benefit from an increased percentage shareholding in MMS, and potential increased earnings per share and return on equity after completion of the Buy-Back; and
- there is no assurance that the Buy-Back will be completed or that your Tender will be accepted and not significantly scaled back.

1.13 Can I participate if I am a foreign shareholder?

Shares held by Excluded Foreign Shareholders, including any person who is (or who is acting on behalf of or for the account of a person who is) in the United States, a US Person or a resident of Canada, may not be tendered into the Buy-Back. See Section 4.1 for more information.

THE TENDERING PROCESS

1.14 How do I participate in the Buy-Back?

Step 1 – Decide how many Shares you wish to sell

To participate in the Buy-Back, you first need to consider how many Shares you wish to sell. If you are submitting your Tender online, you should log into www.mmsbuyback.com.au and follow the instructions. If you have chosen to tender by completing the personalised Tender Form accompanying this booklet, then Box A on your personalised Tender Form sets out the maximum number of Shares you may tender which is also stated via the online tendering process.

If you hold more than 365 Shares (as at the Buy-Back Record Date), you may tender any number of your Shares into the Buy-Back (up to the total number of Shares that you own (as at the Record Date and as shown on your personalised Tender Form), but not less than 365 Shares).

If you hold 365 Shares or less (as at the Buy-Back Record Date) and you wish to participate in the Buy-Back, you may only tender all of your Shares into the Buy-Back.

You must not, before the Buy-Back Date, sell or offer to sell to others the Shares you have offered to sell to MMS, unless you have withdrawn or amended your Tender (see Section 1.15).

Step 2 – Select your Tender Discount(s) and/or a Final Price Tender

Once you have determined the number of Shares you wish to sell, you need to indicate the Tender Discount(s) to the Market Price at which you are willing to sell those Shares.

You may tender your Shares at any of the specified discounts in the range of 10% to 14% inclusive (at 1% intervals) to the Market Price as set out on the Tender Form and/or as a Final Price Tender. The discount at which you tender your Shares will represent the lowest price (i.e. the largest discount to the Market Price) at which MMS will buy back your Shares if your Tender is successful.

If you hold more than 365 Shares, you may tender different parcels of your Shares at different Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 365 Shares in aggregate. Further, you may not tender the same Shares at different Tender Discounts (or at both a specified Tender Discount and as a Final Price Tender). Each parcel of Shares tendered at a different Tender Discount or as a Final Price Tender is a separate Tender. The total number of Shares you tender into the Buy-Back must not exceed the number of Shares you held as at the Buy-Back Record Date (as set out on your Tender Form).

If you hold 365 Shares or less, you may only submit one Tender in respect of all of your Shares and your Tender must be at one of the specified Tender Discounts or as a Final Price Tender.

Your Tender will only be successful if it is at a Tender Discount greater than or equal to the Buy-Back Discount or is a Final Price Tender. Therefore, you will have a greater chance of having your Shares bought back in the Buy-Back if you tender your Shares at a 14% Tender Discount or as a Final Price Tender.

What is a Final Price Tender?

Shareholders wishing to increase the likelihood that their Tender will be successful should submit a 'Final Price Tender'. Final Price Tenders are designed to make it easier for shareholders to successfully participate in the Buy-Back.

A Final Price Tender means the shareholder is willing to sell Shares at whatever Buy-Back Price is ultimately determined under the tender process. The Buy-Back Price could be as low as a 14% discount to the Market Price (rounded to the nearest cent or rounded up to the nearest cent if rounding down would result in a discount greater than 14% to the Market Price) or as high as a 10% discount to the Market Price (rounded to the nearest cent).

You should note that submitting a Final Price Tender means that, provided the Buy-Back Price is higher than any Minimum Price you may specify, some or all of your tendered Shares will be sold. This may be at a price per share that could be anywhere between 10% to 14% discount to the Market Price.

Final Price Tenders will only be scaled back if the Buy-Back Price is set at a 14% discount to the Market Price and the total number of Shares tendered at a 14% discount and as Final Price Tenders is more than MMS determines to buy back (see Section 1.20 for more details on the scale back process).

Step 3 – Select your Minimum Price (Optional)

In addition to choosing to tender your Shares at the specified Tender Discounts and/or as a Final Price Tender, you may also elect to impose a Minimum Price condition on your Tender. There are three Minimum Price options set out on the Tender Form from which you can choose. The Minimum Price can only be one of these three options. Selecting a Minimum Price on your Tender Form is an option available to you, but it may impact on the success of your Tender.

What is a Minimum Price?

If you are concerned that movements in the MMS share price after you lodge your Tender may result in your Tender corresponding to a lower Buy-Back Price than you are willing to sell your Shares for, then you may wish to specify a Minimum Price below which you are not prepared to sell your Shares. If the Buy-Back Price is below your Minimum Price, then your Tender will be rejected and your Shares will not be bought back.

If you select a Minimum Price, you must ensure that you still nominate a Tender Discount or a Final Price Tender. If you fail to nominate a Tender Discount or a Final Price Tender, and only make your Tender conditional on a specified Minimum Price, your Tender will be invalid and will not be accepted by MMS.

If you do not wish to specify a Minimum Price, leave the Minimum Price section on the Tender Form blank.

Step 4 – Submission of Tenders

Once you have determined:

- the number of Shares you wish to sell;
- your Tender Discount(s) and/or any Final Price Tender; and
- if you so choose, your Minimum Price,

you need to submit your Tender if you wish to participate. The way you complete Step 4 and submit your Tender will depend on the type of holding you have. This will be specified on your personalised Tender Form, which accompanies this booklet.

Irrespective of whether you have an Issuer Sponsored Holding or a CHESS Sponsored Holding, you can participate in the Buy-Back by tendering online. Tendering online is the most effective way of ensuring that your Tender is received by the Closing Date, Friday, 11 October 2019.

Tenders must be received by the Registry no later than 7.00pm (Melbourne time) on the Closing Date.

(a) Issuer Sponsored Holdings

If you have an Issuer Sponsored Holding (that is, you have a Securityholder Reference Number (SRN) which starts with an 'I'), you can choose to submit your Tender online or you can complete and submit your personalised blue Tender Form.

If you wish to submit your Tender online, please visit www.mmsbuyback.com.au and follow the instructions. You will require your SRN which is located in the top right hand corner of your personalised Tender Form (or any shareholder forms previously sent to you). Select the 'Tender' option and submit your Tender. You will receive a confirmation of submission of your Tender via email.

If you wish to submit your Tender using a Tender Form, you need to complete and sign your personalised blue Tender Form and mail (using the reply paid envelope if posting in Australia) to:

McMillan Shakespeare Limited Buy-Back
c/- Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001

Australia Your completed Tender Form, whether mailed or submitted online, must be received by the Registry no later than 7.00pm (Melbourne time) on the Closing Date. MMS will not accept your Tender Form unless it is actually received at the specified address before the Tender Period closes at 7.00pm (Melbourne time) on the Closing Date. You should allow sufficient time for this if you are sending your Tender Form by mail.

If you have any questions in relation to the processing of your Tender Form, please call the Buy-Back Information Line on 1300 850 505 from within Australia or on +61 3 9415 4000 from outside Australia between 8.30am and 5.00pm

(Melbourne time), Monday to Friday. Alternatively, information on the Buy-Back is also available online at www.mmsbuyback.com.au.

(b) CHESS Holdings

If you have a CHESS Holding (that is, you have a Holder Identification Number (HIN) which starts with an 'X'), you can choose to submit your Tender online or contact your controlling participant (usually your broker).

If you wish to submit your Tender online, please visit www.mmsbuyback.com.au and follow the instructions. You will require your HIN which is located in the top right-hand corner of your personalised Tender Form (or any shareholder forms previously sent to you). Select the 'Tender' option and submit your Tender. You will receive a confirmation of submission of your Tender via email.

MMS strongly recommends that you submit your Tender online by no later than 5.00pm (Melbourne time) on the Closing Date as the Registry requires your controlling participant to confirm acceptance of any online submission of your Tender before it is taken as validly submitted. There may not be sufficient time for the Registry to do this for any online Tenders submitted by CHESS Holders after 5.00pm (Melbourne time) on the Closing Date. Neither MMS nor the Registry will be responsible if your controlling participant does not acknowledge and confirm your Tender in sufficient time.

If submitting your Tender through your controlling participant, you should contact them in sufficient time for your controlling participant to process your Tender no later than 7.00pm (Melbourne time) on the Closing Date. The name of the controlling participant who manages your CHESS Holding as at the Buy-Back Record Date is printed on your green Tender Form.

Do not send your green Tender Form to the Registry.

If you have a CHESS Holding, you will be sent written confirmation from CHESS of the Tenders made on your holding or Tenders withdrawn by your controlling participant. Irrespective of its wording, this confirmation is not an acceptance by MMS of any Tender.

1.15 Can I withdraw or amend my Tender?

Once you have submitted a Tender, you may only withdraw or amend your Tender by following the procedures set out below.

(a) Issuer Sponsored Holdings

If you have an Issuer Sponsored Holding, you can withdraw or amend a Tender that has been received by the Registry by submitting a Withdrawal/Amendment Form, which can be accessed online at www.mmsbuyback.com.au or obtained by calling the Buy-Back Information Line. Complete and submit the Withdrawal/Amendment Form in accordance with the instructions below. You cannot submit a withdrawal or amendment of your Tender online.

Any amendment or withdrawal will not be effective unless it is received by the Registry no later than 7.00pm (Melbourne time) on the Closing Date (Friday, 11 October 2019).

By submitting a Withdrawal/Amendment Form, you will withdraw all of your previous Tenders and (where applicable) replace them with the Tenders detailed on that Withdrawal/Amendment Form.

Completing and submitting a Withdrawal/Amendment Form

Withdrawal of Tenders

You may withdraw all of your Tenders by ticking the 'Withdrawal' box on the Withdrawal/Amendment Form (which can be accessed online at www.mmsbuyback.com.au or obtained by calling the Buy-Back Information Line), completing your shareholder details, signing the form and sending it to the Registry at the address provided so that it is received no later than 7.00pm (Melbourne time) on the Closing Date (Friday, 11 October 2019). You may not withdraw any of your Tenders after this time.

Amendment of Tenders

If you wish to change the terms of some or all of your Tenders, or if you wish to withdraw some (but not all) of your Tenders, you must tick the 'Amendment' box on the Withdrawal/Amendment Form (which can be accessed online at

www.mmsbuyback.com.au or obtained by calling the Buy-Back Information Line), complete your shareholder details, complete the details of all your Tenders on that form in accordance with the instructions shown on it and send it to the Registry as specified above.

The effect of amending your Tenders, by submitting a Withdrawal/Amendment Form, will be to withdraw all of your previous Tenders and replace them with the Tenders detailed on the Withdrawal/Amendment Form. If you wish to change some but not all of your previous Tenders, then you will still need to complete the details of all of your Tenders that you wish to submit as if you had not previously submitted any.

You must ensure that your Withdrawal/Amendment Form is received by the Registry no later than 7.00pm (Melbourne time) on the Closing Date.

(b) CHESS Holdings

If you have a CHESS Holding, you will need to contact your controlling participant in sufficient time for them to process your withdrawal or amendment by no later than 7.00pm (Melbourne time) on the Closing Date.

If you have a CHESS Holding, you must not send a Withdrawal/Amendment Form to the Registry or to MMS and you cannot submit a withdrawal or amendment of your Tender online.

The effect of your controlling participant withdrawing or amending one or more of your Tenders will be to withdraw those Tenders and, in the case of an amendment, to replace the amended Tenders with new Tenders. You will need to give your controlling participant instructions in relation to your replacement Tender (if any) as if you had not previously submitted a Tender.

If you are a CHESS Holder, you will receive written confirmation from CHESS of the withdrawals/amendments made in relation to your holding. Irrespective of its wording, this confirmation is not an acceptance by MMS of your withdrawal or amendment of any Tender.

DETERMINING THE BUY-BACK PRICE AND SUCCESSFUL TENDERS

1.16 What price will MMS pay to buy back my Shares?

All Shares successfully tendered will be bought back at the Buy-Back Price. The Buy-Back Price will be calculated by applying the Buy-Back Discount to the Market Price (see below). The Buy-Back Discount is the largest Tender Discount in the range of 10% to 14% inclusive (at 1% intervals) to the Market Price that will allow MMS to purchase the amount of Shares it determines to buy back.

For each Share purchased from you under the Buy-Back, you will receive a cash payment determined in accordance with the following formula:

A = B x (1 – C), where:

A = Buy-Back Price (that is, the price per Share, rounded to the nearest cent (or rounded up to the nearest cent if rounding down would result in a discount of greater than 14% to the Market Price), to be paid for all Shares bought back under the Buy-Back)

B = Market Price (refer to Section 5 for definition of Market Price)

C = Buy-Back Discount (expressed as a decimal to two places)

For example, if the relevant Market Price is \$12.81¹¹ and the Buy-Back Discount is 14%, then the Buy-Back Price would be \$11.02 (i.e. \$12.81 x (100%-14%)).

MMS will not set the Buy-Back Price at a level above the Tax Market Value. The Tax Market Value is the price used by the ATO for Australian tax purposes to determine the deemed market value of the relevant Shares when the Buy-Back occurs.

The Tax Market Value reflects the change in the S&P/ASX 200 from the Buy-Back Announcement Date until the Closing Date. If the movement in the S&P/ASX 200 index differs significantly from the movement in the share price in the ASX

¹¹ \$12.81 being the VWAP over the five trading days up to and including 20 August 2019.

over the relevant period, MMS may seek ATO approval to seek to vary the methodology used in the determination of the tax market value. See Section 2.2 for a detailed explanation of the method for determining the Tax Market Value.

The first announcement date for the Buy-Back will be 17 June 2019 as the announcement made to the ASX on that date “indicated to the market place that the buy-back was in serious contemplation. Therefore, all calculations of the Sale Consideration will be determined from this date.

By way of illustration, as at Tuesday, 20 August 2019 the Tax Market Value would have been \$13.52. At that time the VWAP over the five trading days up to and including 20 August 2019 was \$12.81⁸ and over the five trading days prior to 17 June 2019 was \$13.87.¹²

1.17 How will I know what the Market Price is?

The Market Price means the VWAP of MMS Shares on the ASX over the five trading days up to and including the Closing Date (Friday, 11 October 2019), calculated to four decimal places (see definitions of VWAP and Market Price in Section 5 for further details).

MMS plans to announce the Market Price as soon as possible after 4.30pm (Melbourne time) on the Closing Date. The announcement will be available on the ASX website (www.asx.com.au) and MMS’ website or by calling the Buy-Back Information Line.

1.18 Will all the Shares I tender be bought back?

Whether all or any of the Shares you tender are bought back by MMS will depend on the Tender Discount at which you offer to sell your Shares and the number of Shares and Tender Discounts set out in the Tenders lodged by you and other shareholders. Successful Tenders and the scale back process will be determined as follows:

- if your Tender Discount is equal to or greater than the Buy-Back Discount or if you lodged a Final Price Tender, your Tender will be successful and your Shares will be bought back, subject to any scale back and, if applicable, any Minimum Price condition you have nominated;
- if your Tender Discount is less than the Buy-Back Discount, your Tender will be rejected and your Shares will not be bought back; and
- if you have chosen a Minimum Price and the Buy-Back Price is below that price, your Tender will be rejected and your Shares will not be bought back.

1.19 How will I know if my Tender has been successful?

MMS intends to announce the Buy-Back Price and other Buy-Back details to the ASX as soon as possible after the Tender Period closes. The proposed date of announcement is Monday, 14 October 2019. The announcement will be effective notice to you of MMS’ acceptance of valid Tenders falling within the Buy-Back details, adjusted in accordance with the terms and conditions set out in the Buy-Back Documents (including any scale back). You will be able to access the announcement from the MMS website (www.mmsbuyback.com.au) or from the ASX website (www.asx.com.au).

Also, by Tuesday, 22 October 2019, MMS will dispatch to all shareholders who have tendered Shares in the Buy-Back a statement notifying them of the number of their Shares (if any) that have been bought back and the price paid for them. Where Tenders have been successful, the notification will be accompanied by a direct credit confirmation advice or cheque for the Buy-Back proceeds as outlined in Section 1.25. If you have a CHESS Holding, CHESS will provide you with written confirmation of the successful Tenders made on your holding.

1.20 How will a scale back affect my Tender?

There is no assurance that any Tender will be successful in the Buy-Back, or that successful Tenders will be accepted in full.

¹² This VWAP has been adjusted for the impact of the dividend in accordance with the formula specified by the ATO (see Section 2.2). It is the VWAP calculated before the Final Dividend Ex-Entitlement Date. The actual Tax Market Value will depend on the performance of the S&P/ASX 200. The numbers provided above are used for illustrative purposes.

Why would MMS apply a scale back?

MMS will need to apply a scale back if the number of Shares tendered at Tender Discounts greater than or equal to the Buy-Back Discount and as Final Price Tenders exceeds the total number of Shares that MMS determines to buy back. The scale back will be undertaken on a pro-rata basis after taking into account Priority Allocations and Small Residual Holding Tenders. When the scale back is calculated, all fractions of Shares to be bought back will be rounded down to the nearest Share.

The details of any scale back will be announced as soon as possible after the Closing Date. MMS expects to make this announcement on Monday, 14 October 2019.

What is a Priority Allocation?

In the event of a scale back, MMS will buy back the first 365 Shares successfully tendered by each shareholder, or such lesser number of Shares determined by MMS to be the Priority Allocation. The scale back will only apply to the tendered Shares remaining after the Priority Allocation has been acquired.

If you successfully tender a total number of shares that is less than the Priority Allocation, all your Shares so tendered will be bought back without any scale back.

What is a Small Residual Holding Tender?

A Small Residual Holding Tender is a Tender submitted by a shareholder who has tendered all of their Shares at one of the Tender Discounts greater than or equal to the Buy-Back Discount and/or as a Final Price Tender and who would otherwise be left with a holding of 145 Shares or less as a result of the application of the scale back. No scale back will apply to Small Residual Holding Tenders and they will be accepted in full. However, MMS retains the discretion to reduce the Small Residual Holding Tender to an amount less than 145 shares to achieve its preferred outcomes for the Buy-Back (for instance, if it would otherwise exceed the total number of Shares that MMS desires to buy back).

However, if you become the registered holder of additional Shares after the Buy-Back Record Date and, as a result, you are the registered holder of a greater number of Shares at the Closing Date than you held on the Buy-Back Record Date, then your Tender will not be a Small Residual Holding Tender and the scale back will apply to your Tender as it would to any other Tender, notwithstanding that the total number of Shares you can tender into the Buy-Back cannot exceed the number of Shares you held as at the Buy-Back Record Date (as set out in the Tender Form).

1.21 How will successful Tenders be determined?

If the Buy-Back Discount is set between 10% and 13% inclusive:

Tender submitted	Outcome (subject to scale back – see below)
Final Price Tender ¹³	<ul style="list-style-type: none">• Tenders accepted in full
If the Tender Discount you select is greater than the Buy-Back Discount ¹⁴	<ul style="list-style-type: none">• Tenders accepted in full
If the Tender Discount you select is equal to the Buy-Back Discount ¹⁴	<ul style="list-style-type: none">• A Priority Allocation will be bought back from each successful tendering shareholder• Small Residual Holding Tenders will be accepted in full• Tenders (other than Final Price Tenders, Priority Allocations and Small Residual Holding Tenders) will be accepted but may be scaled back on a pro-rata basis¹⁴
If the Tender Discount you select is smaller than the Buy-Back Discount	<ul style="list-style-type: none">• Tenders will be rejected

¹³ If a Minimum Price has been specified in addition to the Tender Discount or Final Price Tender, and the Buy-Back Price is below the Minimum Price, then the Tender will be rejected in full and none of the Shares tendered will be bought back.

¹⁴ Fractions of Shares to be bought back will be rounded down to the nearest Share.

If the Buy-Back Discount is set at 14%:

Tender submitted	Outcome <small>(subject to scale back – see below)</small>
Final Price Tender and/or if the Tender Discount you select is equal to the Buy-Back Discount ¹⁴	<ul style="list-style-type: none"> A Priority Allocation will be bought back from each successful tendering shareholder Small Residual Holding Tenders will be accepted in full Tenders (other than Priority Allocations and Small Residual Holding Tenders) will be accepted but may be scaled back on a pro-rata basis¹⁴
If the Tender Discount you select is smaller than the Buy-Back Discount	<ul style="list-style-type: none"> Tenders will be rejected

Example: 14% Buy-Back Discount and a 20% scale back (illustrative example only)

In the example, it is assumed that the Market Price is \$12.81¹⁵ and the Buy-Back Discount is 14%, resulting in a Buy-Back Price of \$11.02. It is also assumed that the Priority Allocation is 365 Shares, the Small Residual Holding Tender is 145 Shares, there is a 20% scale back and shareholders have not specified a Minimum Price condition. In these circumstances, the outcome of each Tender would be as follows:

Shareholder	Total Holding of Shares	Shares Tendered	Tender Discount (%)	Price represented by Tender Discount (\$)	Shares bought back	Outcome
A	2,300	1,300	-	Final Price Tender	1,113	Buy back of Priority Allocation and the balance after scale back
		1,000	13%	\$11.14	-	Not successful, tender discount is less than Buy-Back discount
B	1,200	1,200	14%	\$11.02	1,033	Buy back of Priority Allocation and the balance after scale back
C	500	500	-	Final Price Tender	500	Buy back of Priority Allocation and the balance as Small Residual Holding for balance
D	400	350	14%	\$11.02	350	Buy back of Priority Allocation
		50	13%	\$11.14	-	Not successful, Small Residual Holding Tender does not apply as tender discount is less than Buy-Back discount
E	1,000	1,000	12%	\$11.27	-	Not successful, tender discount is less than Buy-Back discount

- Shareholder A – Shareholder tenders entire shareholding with 1,300 Shares as a Final Price Tender and 1,000 Shares at a 13% Tender Discount. The Final Price Tender would be successful for 1,113 of the 1,300 Shares tendered after allowing for the Priority Allocation of 365 to be bought back first and the balance of 748 Shares subject to a scale back of 20%. The Tender submitted at a 13% Tender Discount would not be successful. Following the Buy-Back, Shareholder A will have 1,187 remaining shares.
- Shareholder B – Shareholder tenders entire shareholding at a 14% Tender Discount. The Tender would be partially successful and 1,033 Shares will be bought back after allowing for the Priority Allocation of 365 Shares to be bought back first and the balance of 835 Shares subject to a scale back of 20%. Following the Buy-Back, Shareholder B will have 167 remaining shares.
- Shareholder C – Shareholder tenders entire shareholding as a Final Price Tender. Shareholder C will have the entire shareholding bought back after allowing for the Priority Allocation of 365 Shares to be bought back first and the balance of 135 Shares bought back under the Small Residual Holding Tender.
- Shareholder D – Shareholder tenders entire shareholding with 350 at a 14% Tender Discount and 50 Shares at a 13% Tender Discount. The 350 Shares at the 14% Tender Discount would be bought back under the Priority Allocation. Even though Shareholder D is left with a Small Residual Holding of 50 Shares after the buy back of 350 Shares, the Small Residual Holding will not be bought back because Shareholder D submitted the Tender at a Tender Discount less than the Buy-Back Discount.

¹⁵ \$12.81 being the VWAP over the five trading days up to and including 20 August 2019.

- Shareholder E – Shareholder tenders entire shareholding at a 12% Tender Discount which is less than the Buy-Back Discount and hence, no shares are bought back.

Example: Scale back table (illustrative example only)

Shareholder	Shares tendered at a 14% Tender Discount or as Final Price Tenders	Shares subject to scale back ¹⁶	Scale back ¹⁷ (%)	Shares allotted post-scale back and Priority Allocation ¹⁸	Shares remaining ¹⁹	Small Residual Holding Tender? ²⁰	Shares that are bought back ²¹
A	1,300	935	20%	1113	187	No	1,113
B	1,200	835	20%	1033	167	No	1,033
C	500	135	20%	473	37	Yes	500
D	350	-	-	350	-	No	350
E	-	-	-	-	-	Scale back N/A	

OTHER QUESTIONS

1.22 Can I trade my Shares after submitting a Tender?

Once you have tendered Shares in the Buy-Back, you must not sell or offer to sell those Shares before the Buy-Back Date unless you first withdraw or amend your Tender. In addition, you must not convert the Shares you tender from an Issuer Sponsored Holding to a CHES Holding or vice versa or move them between CHES Holdings (i.e. you may not change your controlling participant).

Any Shares which you have not tendered into the Buy-Back may be sold or otherwise dealt with in the ordinary manner subject to any other restrictions applicable to those Shares.

Once you have submitted a Tender, the number of Shares you have tendered will be removed from your holding and placed in a 'sub-position' in the MMS Share Register. You will not be able to deal with those Shares unless those Shares have been released from the sub-position. For the Shares to be released from that sub-position before the end of the Tender Period, you must withdraw or amend your Tender in accordance with the procedures set out in Section 1.15 of this booklet.

Withdrawals or amendments made in accordance with these procedures may not take immediate effect. You should take this into consideration if you wish to sell any of the Shares which you have tendered. If, at the Buy-Back Date, you do not hold at least the number of Shares you successfully tendered, MMS may, in its absolute discretion, reject your Tender(s) or treat the Tender(s) as if you had tendered the number of Shares held by you at the Closing Date (see Sections 4.12 and 4.14 for further details).

¹⁶ Under the Priority Allocation, the first 365 Shares are bought back from each shareholder who tenders Shares at the Buy-Back Discount (including Shares tendered as a Final Price Tender) before the scale back applies.

¹⁷ A scale back of 20% means 20% of the Shares subject to scale back would be bought back (not including Priority Allocations and Small Residual Holding Tenders).

¹⁸ When the scale back is calculated, fractions will be rounded down to the next Share.

¹⁹ Shares remaining refer only to Shares remaining from those Shares which were tendered at a 14% Tender Discount or as Final Price Tenders.

²⁰ Shareholder C tendered all of their Shares as a Final Price Tender. As a result of the Priority Allocation and scale back, Shareholder C would be left with a Small Residual Holding Tender (i.e. 145 Shares or less).

²¹ Shares that are bought back refers only to Shares that are bought back from those Shares which were tendered at a 14% Tender Discount or as a Final Price Tender.

1.23 How does the Buy-Back compare to selling my Shares on the ASX?

Depending on your individual circumstances, if you sell your Shares on the ASX, the Australian income taxation implications of doing so may be different from selling your Shares in the Buy-Back (see Section 2 for more details in relation to Australian tax implications).

In addition, to execute a share sale on the ASX, you may need to pay brokerage whereas you should not need to pay brokerage to participate in the Buy-Back.

However, if you were to sell your Shares on the ASX, it is likely that you would be able to sell your Shares for a higher price than the Buy-Back Price. This is because the prices at which shareholders can tender Shares into the Buy-Back are at a discount of between 10% and 14% (inclusive) to the Market Price. Accordingly, it is likely that the Company's share price on the ASX, during and possibly after the Tender Period, will be higher than the Buy-Back Price.

However, please note that MMS is not making any recommendation to you as to whether to participate in the Buy-Back or giving any advice on the value of your Shares.

Before you decide what to do with your Shares, MMS recommends that you seek your own professional advice.

1.24 How have MMS Shares performed over recent times?

The closing price of MMS shares on the ASX on 20 August 2019, being the last trading day before the Company announced details of the Buy-Back, was \$13.13.

The highest and lowest market sale prices of MMS shares during each of the preceding six months were as follows:

Period	Low (\$) ²²	High (\$) ²²	VWAP ²³
March 2019	\$11.86	\$13.21	\$12.54
April 2019	\$11.95	\$13.57	\$12.57
May 2019	\$12.31	\$13.35	\$12.91
June 2019	\$12.00	\$14.03	\$12.87
July 2019	\$12.25	\$14.19	\$13.25
August 2019 ²⁴	\$12.27	\$13.90	\$12.99

A graph indicating the share price performance of MMS over the period from 21 August 2014 to 20 August 2019 is set out below.

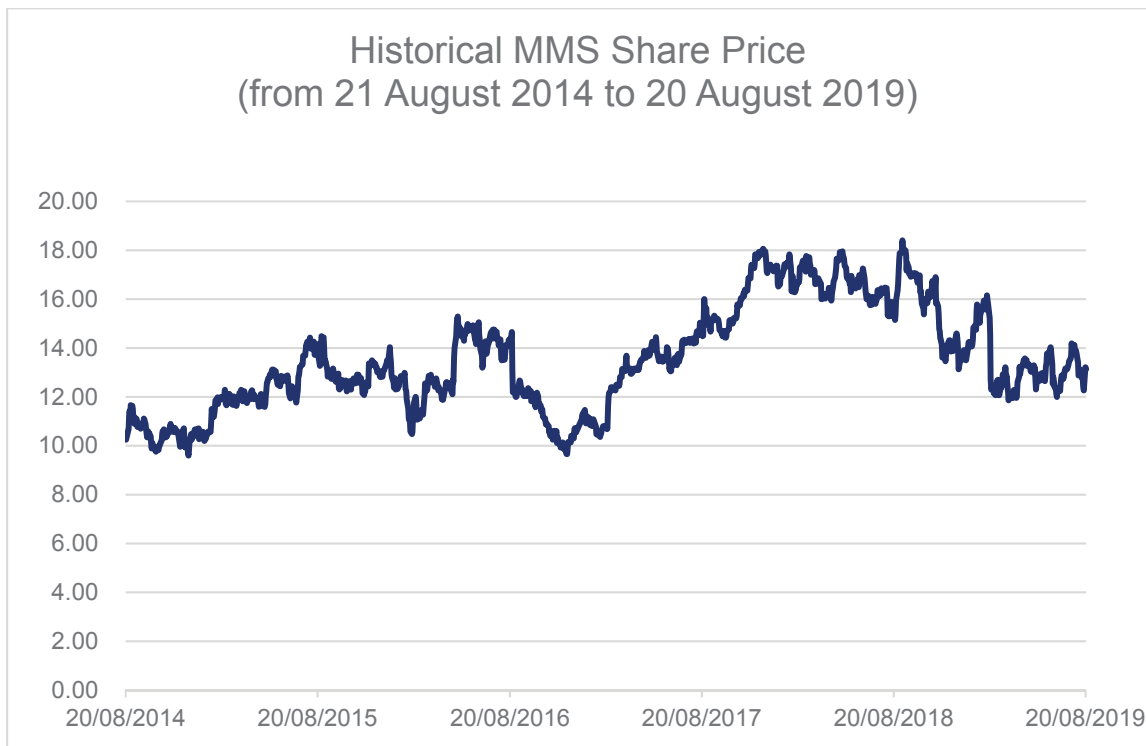
²² Based on the closing prices for Shares on the ASX.

²³ As per the definition of VWAP in Section 5.

²⁴ August 2019 figures represent month to date figures as at 20 August 2019.

Source: IRESS

MMS Share Price



Source: IRESS

The MMS VWAP for the period between announcement of the Buy-Back (closing 20 August 2019) and issue of this Booklet (closing 27 August 2019) is \$15.86.

1.25 How will I receive payment for Shares bought back?

All proceeds due under the Buy-Back will be paid in Australian dollars.

If you have a direct credit authority to an Australian bank account recorded on the Register at 7.00pm (Melbourne time) on the Closing Date, all proceeds due to you under the Buy-Back will be credited to your nominated Australian bank account and by submitting your Tender Form you authorise MMS to pay your Buy-Back proceeds (if any) into your nominated account.

If you do not currently have a direct credit authority in place for the receipt of dividends but wish to receive your Buy-Back proceeds (if any) by direct credit into a nominated Australian bank account, or if you already have a direct credit authority in place for the receipt of dividends but wish to receive your Buy-Back proceeds by direct credit to a new or different Australian bank account, you may change your current direct credit instructions online at www.investorcentre.com/au. In order to be effective for the Buy-Back, you must make this change before 7.00pm (Melbourne time) on the Closing Date.

Please note that if you alter your nominated bank account details, the updated details will be taken to be your nominated bank account for future MMS dividend payments.

If you do not have a direct credit authority to an Australian bank account recorded on the Register as at 7.00pm (Melbourne time) on the Closing Date, proceeds due to you under the Buy-Back will be mailed to you by cheque in Australian dollars.

Cheques and direct credit advices will be mailed, at your risk, to your address as shown on the MMS Share Register at 7.00pm (Melbourne time) on the Closing Date. It is your responsibility to inform the Registry of any changes to your contact details, including your postal address. Payments to Australian bank accounts and dispatch of cheques are expected to be completed by Tuesday, 22 October 2019. Payments to the accounts and the dispatch of cheques to the addresses on the MMS Share Register will satisfy MMS' obligation to pay you for any Shares bought back.

1.26 What if I have more than one holding of Shares?

You will receive a personalised Tender Form for each separate holding of Shares (for example, if you hold some Shares in your name and some Shares jointly with your spouse, you will receive two Tender Forms). You may tender Shares in the Buy-Back from any or all of your separate holdings provided that you make separate online lodgements or complete the Tender Form and follow the instructions for each holding you wish to tender.

1.27 What happens if I purchase more Shares?

Shareholders who wish to tender their Shares into the Buy-Back during the Tender Period (which is expected to run from Wednesday, 11 September 2019 until Friday, 11 October 2019) should be able to purchase additional shares in MMS on or after Wednesday, 28 August 2019 (on an ex-entitlement basis) without compromising their Australian tax position on Shares sold into the Buy-Back. This is because:

- those additional shares will not confer an entitlement to participate in the Buy-Back; and
- shares acquired on an ex-entitlement basis on or after Wednesday, 28 August 2019 (and so do not carry an entitlement to participate in the Buy-Back) should be excluded from the 'last-in-first-out' rule contained in the 45 day rule for the Dividend Component and therefore, will not affect shareholders' entitlement to the benefit of franking credits on the Dividend Component on Shares acquired before that date which are bought back in the Buy-Back (see Section 2).

General information on the Australian tax implications for shareholders participating in the Buy-Back is included in Section 2, although eligible shareholders will need to consider their own particular tax circumstances.

1.28 Can I still vote if a general meeting is held during the Tender Period?

Yes. Shareholders who tender their Shares to MMS will still be entitled to vote (in accordance with the voting rights attached to their Shares) at any general meeting of MMS held during the Tender Period. There is currently no intention to hold a general meeting of MMS during the Tender Period. Any Shares bought back under the Buy-Back will not be able to be voted at the Company's next annual general meeting, which is expected to be on 22 October 2019 and therefore after the Closing Date.

2 Australian Tax Implications for Shareholders

If you decide to participate in the Buy-Back your actual tax consequences will depend on your own circumstances.

This Section of the Booklet is intended only as a general summary of the Australian income tax implications of participating in the Buy-Back. **It is important that you seek professional tax advice to take into account your particular circumstances.**

Unless otherwise specified, this discussion is based on income tax legislation and administrative practice as at the date of this Booklet. These laws, the interpretation of them by the courts and administrative practice may change at any time, possibly with retrospective effect. Some words in this Section 2 have defined meanings. Section 5 defines certain words that are capitalised in this Section 2.

MMS has applied for a class ruling from the ATO for certain shareholders who participate in the Buy-Back. A draft class ruling has been provided by the ATO.

This summary has been prepared based on discussions with the ATO. Whilst it is not expected to be the case, it is possible that the class ruling that is issued by the ATO may differ from the summary set out below. If that occurs, the Australian income tax implications of your participation in the Buy-Back may differ from the summary set out in this Section of the Booklet.

A final class ruling in a form that is binding on the Commissioner of Taxation is expected to be issued by the ATO after completion of the Buy-Back. Once issued, the final class ruling will be available on the ATO website.

This general summary may not be relevant for all shareholders, in particular, this general summary may not be relevant to shareholders who:

- carry on a business in dealing with shares and are assessed on their dealings in shares other than under the CGT provisions; or
- have made an election under the taxation of financial arrangements.

This general summary does not comment on the New Zealand tax implications of participation in the Buy-Back, which will be relevant to New Zealand tax resident shareholders. It is possible that some or all of the proceeds of the Buy-Back would be treated as a taxable dividend for New Zealand income tax purposes for New Zealand tax resident shareholders who participate in the Buy-Back. New Zealand tax resident shareholders should seek their own professional tax advice in relation to the New Zealand tax implications of participation in the Buy-Back.

2.1 Overview

The anticipated components of the Buy-Back Price

The Buy-Back will constitute an 'off-market' buy-back for Australian income tax purposes.

The Capital Component of the Buy-Back Price will be \$1.78²⁵. Accordingly, the Dividend Component will be the amount by which the Buy-Back Price exceeds the Capital Component.

The Dividend Component will be a frankable distribution. MMS will fully frank the Dividend Component.

Illustrative examples of how each of these components impact the potential income tax and CGT consequences for Australian resident individuals and Australian complying superannuation funds from participating in the Buy-Back are set out below at Section 2.8.

What will be the capital proceeds for CGT purposes?

To determine the CGT consequences of participating in the Buy-Back, you must first determine the "capital proceeds" you are taken to receive if you sell your Shares in the Buy-Back. Your capital proceeds are the Deemed Capital Proceeds. The

²⁵ This amount is subject to ATO approval (see Section 2).

Deemed Capital Proceeds are the sum of the Capital Component (\$1.78) and the amount (if any) by which the Tax Market Value exceeds the Buy-Back Price. An explanation of how the Tax Market Value is determined is set out at 2.2.

2.2 Sale Consideration – capital gains tax

The Sale Consideration will be taken into account for tax purposes in determining whether you make a capital gain or loss on the sale of your Shares.

The Sale Consideration is the greater of:

- \$1.78; and
- the Tax Market Value (explained below), less the Dividend Component.

It should be noted that the Sale Consideration may be significantly different from the capital gains tax consideration which would result from an on-market sale of Shares, as illustrated in the table in Section 2.8.

What is the Tax Market Value?

The ATO view on how the Tax Market Value is determined is set out in Taxation Determination TD 2004/22, which can be obtained from the ATO website at <https://www.ato.gov.au/law/view/document?docid=TXD/TD200422/NAT/ATO/00001>.

Consistent with that ATO view, the Tax Market Value will be determined in accordance with the following formula:

$$\$13.54^{26} \times \frac{\text{Closing level of S\&P/ASX 200 Index on the Closing Date}}{6554^{27}}$$

The first announcement date for the Buy-Back will be Monday, 17 June 2019 because the announcement made to the ASX on that date indicated the buy-back was in serious contemplation. All calculations of the Tax Market Value will be made from this date.

Adjustment of the VWAP

PSLA 2007/9 requires for the adjustment of the VWAP where an ordinary dividend is paid in the same period as an off market share buy-back.

As indicated above, MMS intends to pay a Final Dividend of \$0.40 per Share on Wednesday, 11 September 2019. The VWAP of the Shares over the five trading days up to and including Monday, 17 June 2019 is adjusted to take this dividend into account.

The adjustment is calculated in the following manner:

$$\$0.57^{28} \times \frac{102^{29}}{174^{30}} = \$0.33$$

²⁶ The VWAP of Shares over the five trading days prior to the first announcement of the Buy-Back on Monday, 17 June 2019, adjusted (in accordance with PSLA 2007/9) to take account of the FY19 fully franked ordinary dividend that MMS will pay during the Buy-Back Tender period (as calculated at "Adjustment of the VWAP").

²⁷ The closing level of the S&P/ASX 200 Index on Monday, 17 June 2019.

²⁸ Grossed up amount of the final dividend.

²⁹ Total days between the MMS interim dividend ex-entitlement date and the Buy-Back Announcement Date.

³⁰ Total days between the MMS interim dividend ex-entitlement date and the Final Dividend ex-entitlement Date.

The VWAP over the five trading days up to and including the Buy-Back Announcement Date is to be adjusted by \$0.33.

Calculation of the VWAP

As at Tuesday, 20 August 2019, the closing share price was \$13.13, the VWAP over the five trading days up to and including 20 August 2019 was \$12.81, and the Tax Market Value was equal to \$13.52 based on the above formula. Therefore, the Deemed Capital Proceeds would be equivalent to \$4.28, being the sum of the Capital Component and the difference between the Tax Market Value and the share price. The actual Deemed Capital Proceeds will depend on the actual Tax Market Value on the Closing Date. The numbers provided above are used for illustrative purposes.

If the movement in the S&P/ASX 200 Index differs significantly from the movement in the Share price on the ASX over the relevant period, MMS may seek ATO approval to vary the methodology used in determining the Tax Market Value.

Must I calculate the Tax Market Value or the Sale Consideration?

No. The Tax Market Value and the Sale Consideration will be determined by MMS and confirmed by the ATO in the Class Ruling.

Where can I find the Tax Market Value and the Sale Consideration?

Illustrative determinations of the Tax Market Value and the Sale Consideration as at Tuesday, 20 August 2019 are \$13.52 and \$4.28 respectively.

The Class Ruling will confirm the Tax Market Value and Sale Consideration.

Why are the Tax Market Value and the Sale Consideration amounts not in this booklet?

The Tax Market Value and the Sale Consideration both depend in part on the movement of the S&P/ASX 200 Index up to the Closing Date and so they cannot be determined until the Closing Date.

2.3 Australian resident shareholders - Treatment of franked Dividend Component

Generally

An Australian resident shareholder participating in the Buy-Back will be deemed to have received a franked distribution equal to the difference between the Capital Component (which will be \$1.78) and the Buy-Back Price.

The shareholder will be required to include in their assessable income the amount of the franked distribution together with the franking credit on the franked distribution.

The shareholder should be entitled to a tax offset equal to the franking credit. This tax offset may reduce the total tax payable by the shareholder on their taxable income. If the tax offset exceeds the total tax payable by the shareholder on their taxable income, the shareholder, other than a corporate shareholder, may be entitled to a refund of that excess. The tax offset may not be available in certain circumstances.

Limits on availability of franking credits and tax offsets

Overview

There are a number of rules which may deny shareholders participating in the Buy-Back from claiming the benefit of tax offsets arising from the franked distribution component of the Buy-Back Price.

These rules are designed to, amongst other things, discourage trading in franking credits. These rules may deny the benefit of tax offsets and franking credits to shareholders generally, or because of their particular circumstances. Where the rules apply, a shareholder may be denied the benefit of tax offsets and franking credits on the franked distribution deemed to have been received under the Buy-Back.

MMS is seeking confirmation from the ATO in the Class Ruling that the ATO will not make a determination to deny shareholders generally the benefit of tax offsets on the franked distribution under the Buy-Back.

Holding Period - 45 day rule

Generally, resident shareholders should have regard to the operation of the 45 day rule in relation to their participation in the Buy-Back.

Shareholders who are individuals and whose total franking credit entitlement for the income year does not exceed \$5,000 may not be subject to the 45 day rule.

The 45 day rule is complex. However, to put it in simple terms, the 45 day rule requires a resident shareholder in certain circumstances to have held their Shares 'at risk' and free of related payment obligations for a specified period in order to 'qualify' for the franking credit on the franked distribution, including the franked Dividend Component.

The 45 day rule operates on a last-in-first-out basis. This means that for the purposes of the Buy-Back, a shareholder will be deemed to have disposed of their most recently acquired Shares for the purpose of applying the 45 day rule. Generally, the ATO accepts that Shares acquired on or after the Ex-entitlement date will be excluded from the last-in-first-out rule. This means that Shares you acquire on the ASX on or after Wednesday, 28 August 2019 should not be treated as being disposed of under the Buy-Back for the purposes of the 45 day rule.

In addition, where the shareholder is under an obligation to make related payments in respect of the franked distribution arising on the Buy-Back Price, the shareholder may not qualify for the tax offset or franking credit. An example of a related payment would be a dividend swap arrangement.

Dividend Component - impact for corporate shareholders

The above summary of the tax consequences for the Dividend Component received by a shareholder applies equally to individuals, trusts and corporate shareholders. However, where a shareholder is a corporate entity:

- that shareholder will not be entitled to a refund of tax in relation to franking credits attached to the Dividend Component where the tax offset arising in respect of those credits exceeds the tax payable by the shareholder;
- a franking credit (equal to the franking credit on the franked distribution) will arise in their franking account; and
- any capital loss realised from participating in the Buy-Back will be reduced if the shareholder is taken to receive a franked Dividend Component.

2.4 Australian resident shareholders - CGT treatment of Shares bought back

Generally

An Australian resident shareholder participating in the Buy-Back will be deemed, for CGT purposes, to have disposed of each Share for the Deemed Capital Proceeds.

Generally, the CGT cost base for a Share will be the amount the shareholder paid to acquire the Share together with certain incidental costs of acquisition, for example stamp duty and brokerage, and certain incidental costs of disposal.

A shareholder participating in the Buy-Back should be taken, for CGT purposes, to have disposed of their Shares when MMS accepts the Tender. This is expected to be no later than Monday, 14 October 2019.

Capital gain or capital loss? - Australian resident shareholder other than a corporate resident shareholder

A shareholder will make a capital gain if the Deemed Capital Proceeds exceeds the CGT cost base of the Share. Where such a capital gain arises to an individual, a trust or a complying superannuation fund, they may be entitled to the CGT discount if they have held the Share for at least 12 months before the Buy-Back Date. Where the CGT discount applies, the capital gain will be reduced by 50% for an individual or a trust, or 33.3% for a complying superannuation fund.

A capital loss for a Share disposed of under the Buy-Back will be the excess of the CGT cost base of the Share over the Deemed Capital Proceeds. No allowance for indexation is made in determining the cost base of the Share for this purpose.

A capital loss that arises from the Buy-Back can only be used to offset capital gains made by the resident shareholder. Capital losses not used in an income year may be carried forward to be used in a later income year.

Capital gain or capital loss? - A corporate resident shareholder

A corporate resident shareholder will make a capital gain if the Deemed Capital Proceeds exceeds the CGT cost base of the Share.

A capital loss for a corporate resident shareholder is determined by reducing the amount by which the CGT cost base of the Share exceeds the Deemed Capital Proceeds (with no allowance for indexation) by the lesser of:

- the fully franked Dividend Component; and
- the amount of the excess.

2.5 Non-resident shareholders - treatment of franked Dividend Component

A non-resident shareholder will not be liable to Australian withholding tax on any part of the Buy-Back Price.

2.6 Non-resident shareholders - CGT treatment of Shares bought back

Under Australian CGT rules, a taxable capital gain or capital loss generally will not arise for a non-resident eligible shareholder participating in the Buy-Back.

However, different consequences may arise if you hold Shares as part of a business conducted through a permanent establishment in Australia or if you have previously resided in Australia and held the relevant Shares at the time you left Australia. If these circumstances apply to you, you should obtain specific Australian tax advice before making any decision to participate in the Buy-Back.

2.7 Final Dividend

The record dates for the Buy-Back and Final Dividend are the same.

Shareholders with an entitled registered holding on Thursday 29 August 2019 will receive the fully franked Final Dividend of \$0.40 per Share in respect of those Shares. This is irrespective of whether they participate in the Buy-Back.

There is ATO guidance which impacts the last-in-first-out rule where an ordinary dividend is to be paid and a member participates in the Buy-Back. It deals with the situation where the Record Date for the Buy-Back is before the Final Dividend Record Date and shares are purchased between those dates. In that case the benefit of franking credits may be denied in relation to the Final Dividend.

As the Buy-Back and Final Dividend have the same record dates, Shares purchased after the record dates should not be subject to the operation of the last-in-first-out rule.

A shareholder who acquired Shares on or before Thursday 29 August 2019 and who participates in the Buy-Back should hold those shares for 45 clear days, including if those shares are, or are deemed to have been disposed of under the last-in-first-out rule into the Buy-Back. These Shareholders should therefore satisfy the holding period rule.

2.8 Tax table

The table below provides illustrative examples of the potential tax consequences for Australian resident individuals (see columns marked 'Individual'), and Australian complying superannuation funds (see column marked 'Super Fund'), from participating in the Buy-Back.

The table also provides a comparison of the potential after-tax proceeds of participating in the Buy-Back and a sale of the Shares on the ASX.

The determination of the after-tax proceeds from participation in the Buy-Back includes an amount in relation to the value of the capital loss which may arise as a result of participation in the Buy-Back. The value of the capital loss is dependent

on the particular circumstances of the shareholder, in particular whether the loss will be able to be used by that shareholder to reduce a realised capital gain.

The Final Dividend is not reflected in the Tax table. This is because Shareholders with an entitled registered holding on Thursday 29 August 2019 will receive the fully franked Final Dividend of \$0.40 per Share in respect of those Shares irrespective of whether they participate in the Buy-Back.

The table assumes that the shareholder will be able to take advantage of the capital loss in the income year in which it arises.

It is important to understand that the table is an example only and is based on a number of assumptions including:

- a Buy-Back Price which may not be the actual Buy-Back Price. The actual Buy-Back Price and the amount of the franked distribution will not be known until after the Buy-Back closes; and
- Deemed Capital Proceeds, which may change (see Section 2.1). The actual Deemed Capital Proceeds will not be known until after the Buy-Back closes.

It is also based on a number of assumptions as to the proceeds of the sale of the Shares on the ASX. In particular, the figures in the table assume that the Shares will trade on the ASX for an amount that is equal to the Tax Market Value of the Shares.

In any event, the tax consequences for an individual or complying superannuation fund participating in the Buy-Back or selling the Shares on the ASX may be different from the example because of their particular circumstances.

The amounts calculated under the table will not necessarily reflect the actual tax consequences for you if you choose to participate in the Buy-Back or if you sell your shares on the ASX.

Example: Income tax and CGT consequences per Share from participating in the Buy-Back (based on an illustrative Buy-Back Price of \$11.02, an illustrative Tax Market Value of \$13.52, an illustrative CGT cost base of \$10.50 and assuming that the proceeds received from an on market sale are the same as the illustrative Tax Market Value).

Important note: The total after tax proceeds assumes that the shareholder is eligible to utilise the whole of the capital loss that arises from participating in the Buy-Back and the sale of their shares on market in the same income year. This is a critical assumption, as if you are a shareholder and are unable to utilise all of the capital loss, the consequences of participating in the Buy-Back or selling on market will be significantly different. It is very important when assessing whether participating in the Buy-Back and the sale of their shares on market.

Australian tax implications of sale of shares in the Buy-Back (Per Share A\$)

Australian resident individuals³¹

		Super Fund	\$0 - \$18,200	\$18,201 - \$37,000	\$37,001 - \$90,000	\$90,001 - \$180,001	\$180,001 and over
	Tax rate	15.00%	0.00%	21.00%	34.50%	39.00%	47.00%
Income tax consequences (deemed dividend)							
Illustrative Buy-Back Price ³²	A	11.02	11.02	11.02	11.02	11.02	11.02
Less: Capital Component	B	1.78	1.78	1.78	1.78	1.78	1.78
Assumed Dividend Component	C = A - B	9.24	9.24	9.24	9.24	9.24	9.24
Add: Gross-up for franking credits ³³	D = C x 30/70	3.96	3.96	3.96	3.96	3.96	3.96
Assessable income	E = C + D	13.20	13.20	13.20	13.20	13.20	13.20
Less: Tax on that assessable income	F = E x tax rate	1.98	0.00	2.77	4.55	5.15	6.20
Add: Tax offset for franking credits ³³	G = D	3.96	3.96	3.96	3.96	3.96	3.96
After tax dividend proceeds	H = C - F + G	11.22	13.20	10.42	8.64	8.05	6.99

CGT Consequences

Capital Component	B	1.78	1.78	1.78	1.78	1.78	1.78
Excess of Tax Market Value ³⁴	I	2.50	2.50	2.50	2.50	2.50	2.50
Deemed capital proceeds	J = B + I	4.28	4.28	4.28	4.28	4.28	4.28
Less: Illustrative cost base	K	10.5	10.5	10.5	10.5	10.5	10.5
Nominal capital (loss)/gain	L = J - K	-6.22	-6.22	-6.22	-6.22	-6.22	-6.22
Discounted capital (loss)/gain ³⁵	M = L x (1 - discount factor)	-4.15	-3.11	-3.11	-3.11	-3.11	-3.11
Tax impact of capital loss/(gain) ³⁵	N = -M x tax rate	0.62	0.00	0.65	1.07	1.21	1.46
Add: Capital Component	B	1.78	1.78	1.78	1.78	1.78	1.78
After tax capital proceeds	O = N + B	2.40	1.78	2.43	2.85	2.99	3.24
Total after tax proceeds³⁶	P = H + O	13.62	14.98	12.86	11.50	11.04	10.24

Australian tax implication of sale of shares on the ASX (per Share A\$)

Sale consideration ³⁷	Q	12.81	12.81	12.81	12.81	12.81	12.81
Less: Illustrative cost base	K	10.5	10.5	10.5	10.5	10.5	10.5
Nominal capital (loss)/gain	R = Q - K	2.31	2.31	2.31	2.31	2.31	2.31
Discount capital (loss)/gain ³⁵	S = R x (1 - discount factor)	1.54	1.16	1.16	1.16	1.16	1.16
Tax on capital loss/(gain) ³⁵	T = -S x tax rate	-0.23	0.00	-0.24	-0.40	-0.45	-0.54
Total after tax proceeds³⁸	U = Q + T	12.58	12.81	12.57	12.41	12.36	12.27

³¹ The tax rates for Australian resident individuals include the Medicare Levy of 2%. The Medicare Levy depends on the individual's own circumstances

³² This is for illustrative purposes only. You should not rely on this price as being the actual Buy-Back Price. The procedure to determine the Buy-Back Price is explained in Section 1.15

³³ Assuming that the shareholder receives the full tax offset arising from the franking credits.

³⁴ The amount (if any) by which the Tax Market Value exceeds the Buy-Back Price, as outlined in Section 2.2. This illustrative amount has been calculated by determining the difference between the Tax Market Value and the closing Share price (discounted by 14%) as at Tuesday, 20 August 2019.

³⁵ The value is illustrative only. The value of a loss ultimately depends on the taxpayer's own circumstances. This assumes that the loss arising on the sale of the Shares can be utilised to reduce a discounted capital gain arising in the same income year. For a discussion on the CGT discount, see Section 2.4.

³⁶ The total after tax proceeds assumes that the shareholder is eligible to utilise the whole of the capital loss that arises from participating in the Buy-Back in the same income year. This is a critical assumption, as if you are a shareholder and are unable to utilise all of the capital loss, the consequences of participating in the Buy-Back or selling on market will be significantly different.

³⁷ This value is illustrative only. It has assumed that the sale consideration on the ASX is the same as the Tax Market Value.

³⁸ It is assumed that no brokerage is paid.

3 Effect of the Buy-Back on MMS

3.1 Summary of FY2019 results and outlook

On 21 August 2019, MMS announced its results for the full year ended 30 June 2019 (FY19).

MMS posted an underlying net profit after tax and acquisition amortisation (UNPATA) of \$88.7 million for FY19, with Group revenue of \$549.7 million up 0.8% on the previous period.

This result was underpinned by strong operational performance in the MMS's core GRS business, with a 2.5% increase in salary packages and 7.4% increase in novated leasing units. The novated lease sales growth saw the business outperform the broader retail new car sales market in Australia by 14%.

Investment in the MMS's Beyond 2020 program remained on track, comprising of \$3.1 million in operating expenses and \$6.0 million in capital expenditure for FY19, assisting to drive improved productivity and novated lease conversion rates during the year, with the full program impact to be realised in future years.

Plan Partners recorded its first profitable period. Plan Partners focuses on providing intermediary services, via expertise in the disability sector, and funds and payment administration to National Disability Insurance Scheme participants. With its national expansion completed and possessing clear scope for sustained growth, the business will focus on building scale in FY20 and beyond.

Within the Group's Asset Management (AM) business, the Australian and New Zealand market remained competitive with customers continuing their preference to extend leases, resulting in lower end of lease revenue and UNPATA. Asset written down value remained stable at \$380 million, with a continued shift towards off balance sheet funding.

The United Kingdom (UK) AM business operated in the context of challenging economic and market conditions, negatively impacting margins. The net amount of assets financed grew by 11.3% across the year to nearly \$1.0 billion, albeit price pressure continued to impact revenue growth. MMS is currently undertaking a strategic review of the UK businesses.

Within MMS' Retail Financial Services segment, the Aggregation business performed well despite a softer motor vehicle market, with the Net Amount Financed increasing by 5.1% and UNPATA up by 16.4% compared to the prior year. The Group's Risk business launched redesigned risk products during FY19 including a dealer warranty product, resulting in higher costs.

A copy of the complete FY19 full-year results announcement and the FY19 Annual Report can be accessed on the MMS website at <https://www.mmsg.com.au/>.

You should also consider other information about MMS previously made available to you, such as MMS' 2019 half-year results for the period ended 31 December 2018, the 2018 Annual Report and any announcements made prior to or on or after the date of this Booklet which are available on the ASX website (www.asx.com.au) and on MMS' website (<https://www.mmsg.com.au/>) under 'Investors' or 'News'.

3.2 Material developments

Shareholders should be aware that from time to time, MMS may be involved in strategic initiatives and potential corporate transactions. If a significant initiative or corporate transaction develops, MMS may make an announcement to the ASX. However, where it is not appropriate to immediately make an announcement, it may become necessary to terminate or extend the Buy-Back to ensure that the Buy-Back only proceeds in circumstances where shareholders are fully informed of all material information. Any decision to terminate or extend the Buy-Back will only be made after due consideration of the best interests of MMS' shareholders and would be announced to the ASX.

Announcements made by MMS in relation to any material developments in its business are released to the ASX and can also be found on the MMS website at <https://www.mmsg.com.au/> under 'News'.

3.3 How will the Buy-Back be funded?

It is intended that the Buy-Back (and the FY19 Final Dividend) will be funded from existing cash reserves. MMS will continue to actively manage liquidity risk by maintaining access to prudent levels of committed undrawn debt facilities which may involve further debt issuances or debt refinancing activities. Given MMS' strong financial position, it will continue to remain well capitalised after completion of the Buy-Back. See Section 3.6 for the pro-forma impact of the Buy-Back on MMS' balance sheet as at 30 June 2019.

3.4 Impact of the Buy-Back on key financial indicators

Although the precise impact of the Buy-Back cannot be determined until the Buy-Back Price and the size of the Buy-Back is known, the Buy-Back is expected to improve MMS' earnings per share and return on equity in FY20 and later years, while gearing and interest cover ratios are expected to remain at prudent levels.

3.5 Impact of the Buy-Back on MMS' franking account

The amount of franking credits that will be utilised under the Buy-Back will not be known until the Buy-Back Price and the size of the Buy-Back are determined. By way of illustration, if the Buy-Back proceeds, MMS will distribute to shareholders around \$29 million of franking credits, assuming a Buy-Back Size of \$80 million and a Buy-Back Price of \$11.02 (a discount of 14% to a Market Price of \$12.81). On these assumptions, at the completion of the Buy-Back, and after taking into consideration the final FY19 fully franked dividend of \$0.40 per share (resulting in a total FY19 dividend of \$0.74 per share), MMS would be expected to have a franking credit balance of approximately \$85 million.

While the Buy-Back will result in a reduction of the Company's available franking credit balance, the Board believes that the Buy-Back can be undertaken without prejudicing MMS' ability to maintain its ordinary dividend payout of 60% to 70% of NPAT and does not expect the Buy-Back to have any impact on MMS' ability to fully frank its dividends in future years.

3.6 Impact of the Buy-Back on MMS' balance sheet

The table below sets out MMS' Consolidated Balance Sheet as at 30 June 2019 and a Consolidated Pro-forma Balance Sheet post the Buy-Back (assuming \$80 million worth of Shares are bought back). The amount by which the Buy-Back Price exceeds the amount debited to share capital (\$9.24 per Share) will be debited to retained earnings.

The financial information presented in this Section 3.6 has been prepared in accordance with Australian Accounting Standards, the Corporations Regulations 2001 (Cth) and other mandatory professional reporting requirements. The information presented in the columns "Adjustments for the Buy-Back" and "Pro-forma as at 30 June 2019" are not audited. The assumptions used in the table are set out in the notes below the table.

Pro-forma Balance Sheet

\$'000s	Reported as at 30 June 2019	Adjustments for the Buy-Back ^{39,40}	Pro-forma as at 30 June 2019
Assets			
Cash and cash equivalents ⁴¹	137,762	(80,000)	57,762
Trade and other receivables	61,028	0	61,028
Finance lease receivables	57,412		57,412
Assets under operating lease	74,030		74,030
Inventory	12,310		12,310
Prepayments	6,076		6,076

³⁹ Pro-forma calculations assume the Buy-Back Price is \$11.02 (assuming a 14% Buy-Back Discount to an assumed Market Price of \$12.81), the number of shares bought back is 7.26 million and \$80 million worth of Shares are bought back. You should not rely on this price as being the Buy-Back Price as this is an example only. See Section 1.16 for an explanation on how the Buy-Back Price will be determined.

⁴⁰ For illustrative purposes, the pro-forma balance sheet does not show the impact of the final dividend of \$0.40 per share (resulting in a total FY19 dividend of \$0.74 per share) that is due to be paid on 11 September 2019. It is assumed that the Buy-Back is funded entirely from cash reserves. MMS currently has on issue 83,204,720 Shares. The table below sets out the number of Shares and the percentage of total issued Shares which would be bought back at different Buy-Back Prices assuming a total of \$80 million worth of Shares are bought back. All Shares that MMS buys back will be cancelled.

⁴¹ Assuming a Buy-Back Price of \$11.02, \$1.78 per Share of the Buy-Back Price will be debited to issued capital and the assumed balance of \$9.24 per Share will be debited to retained earnings.

Deferred warranty acquisition costs	2,859		2,859
Total current assets	351,477	(80,000)	271,477
Property, plant and equipment	214,102		214,102
Finance lease receivables	80,654		80,654
Intangible assets	191,328		191,328
Deferred acquisition costs	2,929		2,929
Deferred tax assets	13,008		13,008
Total non-current assets	502,021	0	502,021
Total assets	853,498	(80,000)	773,498
Liabilities			
Trade and other payables	94,588		94,588
Other liabilities	8,847		8,847
Provisions	11,088		11,088
Contract liabilities	6,051		6,051
Unearned premium liability	9,075		9,075
Current tax liability	2,490		2,490
Borrowings	8,779		8,779
Derivative financial instruments	1,157		1,157
Total current liabilities	142,075	0	142,075
Borrowings	319,520		319,520
Provisions	1,365		1,365
Contingent consideration	1,374		1,374
Unearned premium liability	8,116		8,116
Deferred tax liabilities	9,677		9,677
Total non-current liabilities	340,052	0	340,052
Total liabilities	482,127	0	482,127
Net assets	371,371	(80,000)	291,371
Equity			
Issued capital	135,868	(12,922)	122,946
Reserves	(4,760)		(4,760)
Retained earnings	240,263	(67,078)	173,185
Total equity	371,371	(80,000)	291,371

Tender Discount	Buy-Back Price assuming a Market Price of \$12.81 ⁴²	Number of Shares bought back (millions)	Percentage of total issued Shares (%)
14%	\$11.02	7.26	8.70%
13%	\$11.14	7.18	8.60%
12%	\$11.27	7.10	8.50%
11%	\$11.40	7.02	8.40%
10%	\$11.53	6.94	8.30%

3.7 What effect will the Buy-Back have on the control of MMS?

MMS has a diverse shareholder base. Given the percentage of issued Shares being bought back and MMS' current share register, the Buy-Back is not expected to have any change of control implications for MMS.

3.8 Forward-looking statements

Certain statements contained in this booklet, including statements regarding the implementation of the Buy-Back and its effect on our business and securities, may constitute 'forward-looking statements' for the purposes of applicable securities laws. MMS undertakes no obligation to revise the forward-looking statements included in this booklet to reflect any future events or circumstances.

MMS' actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include the number of Shares bought back, the Buy-Back Price and general trading and economic conditions affecting MMS.

Further information about MMS, its business and factors affecting its operations is contained in MMS' full-year results for the year ended 30 June 2019, MMS' half-year results for the year ended 31 December 2018 and other reports, which can be accessed from MMS' website (<https://www.mmsg.com.au/>).

⁴² \$12.81 being the VWAP over the five trading days up to and including 20 August 2019.

4 Additional Information on the Buy-Back

This Section sets out further information regarding the terms of the Buy-Back, including important information for foreign shareholders, joint shareholders, trustees and nominees.

4.1 Excluded Foreign Shareholders

An Excluded Foreign Shareholder is not entitled to participate in the Buy-Back. This Invitation is not made to any Excluded Foreign Shareholder.

An Excluded Foreign Shareholder is any person who resides outside of Australia and New Zealand and also includes any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada (or any other jurisdiction outside of Australia and New Zealand).

Without limiting the rights that MMS otherwise has in relation to Tenders, a Tender submitted by an Excluded Foreign Shareholder will not be accepted by MMS.

This Invitation will not be sent to any shareholder who has a registered address in the United States or Canada. Copies of the Buy-Back Documents are not being mailed to or otherwise distributed or sent into the United States or Canada.

Any person receiving any of the Buy-Back Documents must not, directly or indirectly, distribute or send them into any jurisdiction, or otherwise make them available to any person in the United States, Canada, or any other jurisdiction where to do so would breach the laws of that jurisdiction.

MMS will treat as invalid any Tender known or reasonably known to have been sent from the United States or Canada, or by a US Person or Canadian resident. Further, MMS will not accept Tender Forms:

- from any person who does not warrant and represent to MMS that they are not an Excluded Foreign Shareholder; or
- that have been postmarked in the United States or Canada, or that otherwise appear to MMS or its agents to have been sent from the United States or Canada.

By submitting a Tender Form, you warrant and represent that you are not an Excluded Foreign Shareholder.

4.2 Shares held by trustees and nominees

Trustees and nominees who hold Shares should inform the beneficial owners of the Shares about the Buy-Back, subject to any legal restrictions in the countries where such beneficial owners are resident and provided such persons are not Excluded Foreign Shareholders, and then aggregate all Tenders received from beneficial owners who are not Excluded Foreign Shareholders. It is the responsibility of the trustee or nominee to complete one aggregated Tender Form on behalf of all beneficial owners.

Trustees or nominees who hold Shares on behalf, or for the account, of a US Person or a person located in the United States, or a resident of Canada, or any other person who is an Excluded Foreign Shareholder, must not inform any such person of the Buy-Back. It is the responsibility of the trustee or nominee to ensure that when completing an aggregated Tender Form, it does not include any Tender on behalf of such persons.

Any scale back that applies to Shares tendered by trustees and nominees will be performed on a registered shareholder basis. It is the responsibility of the trustee or nominee to aggregate all instructions received from any underlying beneficial owners, and submit one combined Tender Form (if any) so that it is received by the Registry no later than 7.00pm (Melbourne time) on the Closing Date.

4.3 Directors' entitlements

The following Directors hold Shares as at 21 August 2019 and would be eligible to participate in the Buy-Back:

- Ross Chessari who holds or controls 6,050,941 Shares through Chessari Holdings Pty Ltd;
- John Bennetts who holds or controls 3,343,025 Shares through Asia Pac Technology Pty Ltd;
- Tim Poole who holds or controls 20,000 Shares through Kolomna Capital Pty Ltd and 10,000 Shares through Poole Superannuation Nominees Pty Ltd as trustee for Poole Superannuation Fund;
- Helen Kurincic who holds or controls 11,000 Shares through HK Retirement Pty Limited; and
- Michael Salisbury who holds or controls 10,276 Shares.

4.4 Margin lending arrangements

If you hold Shares under margin lending arrangements or if they are held as security for a loan or as ASX Clear Pty Limited collateral, you should ensure that your participation in the Buy-Back is permitted by those margin lending arrangements, the terms and conditions of the particular loan or by ASX Clear Pty Limited.

4.5 Shareholders with more than one holding of Shares

You will receive a personalised Tender Form for each separate registered holding of Shares. For example, if you hold some Shares in your name and some Shares jointly with your spouse, you will receive two Tender Forms. You may tender Shares into the Buy-Back from any or all of your separate registered holdings provided that you make separate online lodgements or complete a Tender Form for each holding you wish to tender. Any scale back that applies to Shares tendered from more than one of your registered holdings of Shares will be applied to each of those registered holdings as if they were held by different persons.

4.6 Joint shareholders

If you hold your Shares jointly with another person (for example, your spouse) and you have an Issuer Sponsored Holding, you must complete and return the Tender Form in accordance with the instructions for joint holdings on the Tender Form.

4.7 Shareholders who receive a government pension or allowance

The effect your participation in the Buy-Back will have on your government pensions or allowances (or those of your dependents) will depend in part on the value of the Shares bought back and on the level of your other income and assets. It is possible that your pension or allowance payments will not be affected at all because the social security income and assets tests allow you to have income and assets up to certain amounts without any reduction in payment. It will depend upon your particular circumstances. **If you are in any doubt as to the action you should take, you should obtain advice specific to your circumstances.**

If you would like information about the effect of participating in the Buy-Back on your pension or allowance, you should consult a professional adviser or contact Centrelink or the Department of Veterans' Affairs directly.

4.8 Restrictions on Tender acceptances

MMS will not accept any Tender which it may not lawfully accept or which, if accepted, would give rise to an illegal or unenforceable Buy-Back Contract or a Buy-Back Contract which MMS cannot otherwise perform.

4.9 Restrictions on the payment of Buy-Back proceeds

MMS will pay shareholders the Buy-Back Price for each of their Shares that are bought back, unless it is prohibited from doing so by law or the terms of the Buy-Back as set out in this booklet. In particular, MMS is currently prohibited from making payments to certain political regimes, terrorist organisations and their sponsors under a number of acts, rules and regulations.

4.10 Rights under the Buy-Back cannot be transferred

This Invitation is personal to you. You cannot transfer your rights under this Invitation.

4.11 The effect of submitting a Tender

A Tender constitutes an offer to sell the tendered Shares to MMS on the terms and conditions set out in the Buy-Back Documents. A Tender does not, of itself, constitute a binding contract for the sale of the tendered Shares and cannot be enforced against MMS. MMS retains the discretion to accept or reject any Tender and may choose to reject all Tenders.

If MMS accepts your Tender, a binding Buy-Back Contract is formed between you and MMS, and you must sell the tendered Shares to MMS on the terms and conditions set out in the Buy-Back Documents, including the terms and conditions set out below.

By submitting a Tender Form, you:

- agree to the terms and conditions set out in the Buy-Back Documents;
- offer to sell to MMS on the Buy-Back Date the number of Shares nominated for sale on your Tender Form (adjusted in accordance with the terms and conditions set out in the Buy-Back Documents) at your Tender Discount(s) and/or as a Final Price Tender (subject to any Minimum Price you may have chosen);
- agree to any scale back announced by MMS;
- agree that MMS' announcement to the ASX on the Buy-Back Date in relation to the Buy-Back Price and other details is:
 - effective notice or communication of MMS' acceptance of your Tenders that are submitted either:
 - at a Tender Discount equal to or greater than the Buy-Back Discount; or
 - as a Final Price Tender,in either case, adjusted in accordance with the terms and conditions set out in the Buy-Back Documents (including any scale back), and which are submitted in accordance with the Buy-Back Documents (or treated by the Company as being so submitted) at a price which is not less than your Minimum Price (if you have chosen one) and which are not rejected by MMS; and
 - effective notice of MMS' rejection of any of your Tenders submitted at a Tender Discount less than the Buy-Back Discount or where your Minimum Price (if you have chosen one) is greater than the Buy-Back Price;
- agree that a Buy-Back Contract is formed for the purchase of the relevant Shares upon MMS accepting your Tender in accordance with the terms and conditions of this Buy-Back and posting an announcement to the ASX on the Buy-Back Date in relation to the Buy-Back Price and other details, and that the purchase of the relevant Shares is taken to occur at that time;
- waive any requirement to receive further notice or communication from MMS of its acceptance or rejection of any Tender submitted by you and agree that the postal acceptance rule does not apply to Tenders (as you may amend or withdraw your Tender up until 7.00pm on the Closing Date and Buy-Back Contracts will only be formed on acceptance by the Company of your Tender);
- warrant to MMS that:
 - at all times after you tender your Shares for sale into the Buy-Back, and on the Buy-Back Date, you are the registered holder of the Shares that you have tendered and that they are fully paid up, free from any mortgage, charge, lien or other encumbrance or security interest (whether legal or equitable) and from any third-party rights and otherwise able to be sold freely by you;
 - you are a person to whom the Invitation may lawfully be made, can receive the proceeds of the sale of your Shares and whose participation in the Buy-Back is permitted under the laws of the jurisdiction in which you are resident;
 - you are not (nor are you acting on behalf of or for the account of) a person located in the United States, a US Person, a resident of Canada or a person who is otherwise an Excluded Foreign Shareholder;
 - you are not tendering Restricted Employee Shares;
 - you have not distributed or sent any Buy-Back Documents or other document referring to the Buy-Back into the United States, to any US Person, or to any Canadian resident; and

- you have not utilised in connection with the Buy-Back, directly or indirectly, mail or any means of instrumentality (including without limitation, facsimile transmission, telephone and internet) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States;
- authorise MMS (and its officers, agents, contractors or advisers) to correct any error in or omission from your Tender Form and/or Withdrawal/Amendment Form, and to insert any missing details;
- acknowledge that neither MMS nor any other party involved in the Buy-Back has provided you with financial product advice, tax or investment advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Buy-Back or the manner of any such participation;
- undertake not to sell or offer to sell Shares to any other person if, as a result, you will at any time after you submit your Tender until the Buy-Back Date hold fewer Shares than the number of Shares you have tendered;
- authorise MMS to make payment by cheque posted to your address or by direct credit to your nominated bank account where you have directed that your dividend payments are to be made in this manner, in either case, as recorded at 7.00pm (Melbourne time) on the Closing Date and acknowledge that payments made into those accounts, or dispatch of cheques, in accordance with such instructions will satisfy MMS' obligations to you for any Shares bought back;
- agree that damages are not an adequate remedy for breach of these covenants, undertakings, agreements and warranties. If you sell Shares in breach of these terms, you will be deemed to have appointed MMS or its agent as your attorney to purchase Shares in your name and at your expense to satisfy your obligations under the Buy-Back and you will indemnify MMS for all costs incurred by it in connection with such purchase;
- undertake that if you breach any of these covenants, undertakings, agreements or warranties you will indemnify MMS for all its costs or losses arising from the breach; and
- agree that any obligation of MMS to buy back Shares tendered by you is conditional on your compliance with the covenants, undertakings, agreements and warranties listed above.

You will be taken to have submitted a Tender when the Registry receives your online Tender or your validly completed Tender Form or, if you have a CHES Holding, your Tender from your controlling participant through CHES.

4.12 MMS' rights to accept or reject Tenders and Tender Forms

At any time, MMS may (at its sole discretion):

- accept or reject any Tender or Tender Form; or
- accept or reject a Tender not made on the terms and conditions set out in the Buy-Back Documents, or a Tender Form not submitted in accordance with the procedures set out in the Buy-Back Documents.

MMS will not accept any Tender or Tender Form that has been postmarked in the United States or Canada, or that otherwise appears to MMS or its agents to have been sent or lodged from the United States or Canada or by an Excluded Foreign Shareholder. MMS will also not accept Tender Forms in respect of Restricted Employee Shares.

MMS may do each of these things in relation to all or some of the Tenders or the Tender Forms it receives, in its absolute discretion.

4.13 MMS' rights to vary dates and times or to terminate the Buy-Back

While MMS does not anticipate changing any of the dates and times set out in the Buy-Back Documents (including, without limitation, the Closing Date and the Buy-Back Date), it reserves the right to vary them. Any change in date or time will take effect from the time it is authorised by the Board and will be publicly announced on the ASX as soon as practicable following the Board's authorisation. Any such change will be taken to amend this booklet (and the other Buy-Back Documents) accordingly without any other notice.

MMS may also decide not to proceed with the Buy-Back. Without limitation, MMS reserves the right to terminate the Buy-Back at any time prior to the date on which MMS enters into Buy-Back Contracts, by making an announcement to the ASX to that effect.

4.14 MMS' rights to adjust Tenders

MMS may, in its absolute discretion and at any time, deem any Tender it receives to be a valid Tender, disregard any Tender it believes should be disregarded and may waive any or all of the requirements for making, amending or withdrawing a Tender. It may do each of these things in relation to some, all or any number of Tenders it receives.

If you are an eligible shareholder, you are entitled to sell into the Buy-Back the lesser of:

- the number of Shares registered in your name on the Buy-Back Record Date (being 7.00pm (Melbourne time) on Thursday, 29 August 2019) (and which, in accordance with the applicable Settlement Rules, confer an entitlement to participate in the Buy-Back); and
- the number of Shares you hold on the Closing Date,

(your '**Entitled Shares**').

If you submit one Tender of more than your Entitled Shares and MMS (in its absolute discretion) accepts your Tender, MMS will buy back only the number of your Entitled Shares.

If you submit more than one Tender and, in aggregate, have tendered more than your Entitled Shares, and MMS (in its absolute discretion) accepts your Tenders, MMS will only buy back the number of your Entitled Shares in the following order of priority:

- first acquiring that number of Entitled Shares as forms part of your Tender with the largest Tender Discount, which is equal to or greater than the Buy-Back Discount or submitted as a Final Price Tender (and, if you have chosen one, where your Minimum Price is satisfied); and
- then, if after the application of the above you have Entitled Shares remaining, acquiring the remaining number of your Entitled Shares from your Tender with the second-highest Tender Discount, which is equal to or greater than the Buy-Back Discount (and, if you have chosen one, where your Minimum Price condition is satisfied) and will repeat this process until all of your Entitled Shares successfully tendered are bought back.

The above provisions are subject to any scale back.

If you select more than one Minimum Price, your Tender will be deemed conditional on the highest Minimum Price you have specified.

4.15 Duty

Stamp, transaction or other duty will not be payable on the cancellation of your Shares following acceptance of your Tender(s).

4.16 Unsuccessful Tenders

Shares that have been tendered into the Buy-Back but are not bought back will be released to shareholders' holdings as soon as practicable after processing of the Buy-Back has been completed after the Closing Date.

4.17 Participation by Directors and senior management

MMS Directors and key senior management involved in determining the final pricing and size of the Buy-Back will not participate in the Buy-Back.

4.18 Incentive share plans

If you are a participant in one of MMS' incentive share plans, any restricted securities held by you or on your behalf under that plan on the Buy-Back Record Date will not be eligible to be tendered into the Buy-Back and will not be included on your Tender Form. MMS will not accept Tender Forms in respect of Restricted Employee Shares.

However, if you are not an Excluded Foreign Shareholder, any Shares that you hold on the Buy-Back Record Date that were derived from awards granted under a MMS incentive plan which now sit in a CHESS holding and which are not subject to any other holding lock or restriction and meet all other eligibility criteria, are able to participate in the Buy-Back.

Only Shares that are eligible to participate in the Buy-Back will be included on your Tender Form.

The trustee of MMS' share plans and rights plans will not participate in the Buy-Back in respect of the Shares that it holds.

4.19 ASIC and ASX Relief

ASIC Relief

ASIC has granted MMS an exemption under subsection 257D(4) of the Corporations Act. This exemption essentially permits MMS (without the requirement for shareholder approval):

- to conduct the Buy-Back in substantially the same manner as an equal access buy-back, in accordance with Division 2 of Part 2J.1 of the Corporations Act;
- to use the scale back mechanism described in Section 1.20;
- to invite all shareholders (other than Excluded Foreign Shareholders and any persons who only hold Restricted Employee Shares) to offer for sale Shares in accordance with the terms and conditions of the Invitation;
- to invite shareholders with 365 Shares or less to offer to sell Shares only if they submit one Tender for all their Shares at the same Tender Discount or as a Final Price Tender; and
- not to accept any Tender received from an Excluded Foreign Shareholder; and

provided certain conditions are met, including that the Buy-Back Price is calculated by applying the Buy-Back Discount to the Market Price and that eligible shareholders are permitted to lodge a Tender conditional on a Minimum Price.

ASX Relief

The ASX has granted MMS the following:

- a waiver from Listing Rule 7.40 to permit MMS to dispatch the Buy-Back Documents to shareholders within five business days after the Buy-Back Record Date; and
- a waiver from Listing Rule 3.8A to permit MMS to lodge an Appendix 3F on the second business day after the Closing Date.

The ASX has also confirmed that it will treat the Buy-Back as an equal access buy-back.

4.20 Privacy

MMS is carrying out the Buy-Back in accordance with the Corporations Act. This involves the personal information contained in Tender Forms being collected to enable MMS to determine the quantum of Shares, if any, and the price at which it will buy back Shares under the Buy-Back. If you do not provide this information, MMS and its agents may be hindered in, or prevented from, processing your Tender.

The personal information collected by MMS will only be disclosed to Computershare Investor Services Pty Limited in its capacity as share registrar of MMS, to print and mail service provider(s), to MMS' advisers in relation to the Buy-Back and to financial institutions in respect of payments to you in connection with the Buy-Back or as required or authorised by law.

You may access the individual information collected by MMS in relation to your shareholding by writing to MMS, c/- Computershare Investor Services at the mailing address set out on the Tender Form.

4.21 Applicable law

This Invitation, your Tender, and the Buy-Back generally are governed by the laws of Victoria, Australia.

5 Definitions and Interpretations

DEFINITIONS

In the Buy-Back Documents unless the context otherwise requires:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the financial market which it operates, as applicable.

ASX Settlement means ASX Settlement Pty Limited (ABN 49 008 504 532), the securities clearing house of the ASX.

ATO means the Australian Taxation Office.

Board or MMS Board means the Board of Directors of MMS or any duly constituted committee of the Board.

Buy-Back means the buy-back of Shares by way of a tender process as set out in the Buy-Back Documents.

Buy-Back Announcement Date means Monday, 17 June 2019, being the date on which an announcement was made to the ASX, which indicated that the Buy-Back was in serious contemplation.

Buy-Back Contract means the contract formed on the Buy-Back Date between you and MMS at the time that MMS accepts your Tender (if and to the extent that MMS accepts your Tender).

Buy-Back Date means the date and time that MMS announces to the ASX the Buy-Back Price, the total number of Shares to be bought back and the details of any scale back.

Buy-Back Discount means the discount to be selected by MMS, being the largest Tender Discount within the range of 10% to 14% inclusive (at 1% intervals), which will enable MMS to buy back the amount of capital that it determines to buy back.

Buy-Back Documents means this booklet, the Tender Form and the Withdrawal/Amendment Form.

Buy-Back Information Line means 1300 850 505 from within Australia or +61 3 9415 4000 from outside Australia. These lines will be open from 8.30am to 5.00pm (Melbourne time), Monday to Friday over the period the Buy-Back is implemented.

Buy-Back Price means the price at which MMS will buy back Shares from Tenders it accepts in the Buy-Back, rounded to the nearest cent (and, for the avoidance of doubt, rounded up in the case of half a cent). This price is determined by applying the Buy-Back Discount to the Market Price.

Buy-Back Record Date means 7.00pm (Melbourne time) on Thursday, 29 August 2019, being the date of determination of shareholders entitled to participate in, and the number of Shares entitled to be tendered into, the Buy-Back.

Capital Component means the amount per Share (being \$1.78, which amount is subject to confirmation by the ATO) which will be debited to MMS' share capital account.

CGT means capital gains tax.

CHESS means the Clearing House Electronic Subregister System.

CHESS Holder means a holder of Shares on the CHESS subregister of MMS.

CHESS Holding means a holding of Shares on the CHESS subregister of MMS.

Class Ruling means the ruling to be issued by the ATO on the tax implications of the Buy-Back for shareholders of MMS who participate in the Buy-Back.

Closing Date means Friday, 11 October 2019 unless MMS announces a later date (in which case it is that later date).

Corporations Act means the *Corporations Act 2001* (Cth), as modified by the relief described in Section 4.19.

Deemed Capital Proceeds means the sum of the Capital Component and the amount (if any) by which the Tax Market Value exceeds the Buy-Back Price.

Dividend Component means the Buy-Back Price less the \$1.78 capital component. The Dividend Component will be fully franked.

Entitled Shares has the meaning in Section 4.14.

EPS means earnings per Share.

Ex-Entitlement Date means the date that Shares commence trading on the ASX on an ex-Buy-Back basis being Wednesday, 28 August 2019. Shares acquired on or after this date will not confer an entitlement to participate in the Buy-Back.

Excluded Foreign Shareholder means any person who:

- (a) holds Shares and to whom MMS would be prohibited from paying money pursuant to any act, rule or regulation of Australia which prohibits MMS from making payments to foreign persons; or
- (b) holds shares and does not have a registered address in Australia or New Zealand; or
- (c) is acting on behalf of or for the account of a person who holds Shares and resides in a jurisdiction outside Australia or New Zealand where it would be illegal under the laws of that jurisdiction to permit such person residing in that jurisdiction to receive an Invitation, or to participate in the Buy-Back, for a shareholder (or which has laws which MMS determines would be impractical for it to comply with in order to permit shareholders residing in that jurisdiction to receive an Invitation, or to participate in the Buy-Back, for a shareholder).

For the avoidance of doubt, Excluded Foreign Shareholders include any person who is (or who is acting on behalf of or for the account of a person who is) in the United States, a US Person or a resident of Canada.

Final Dividend means MMS' final dividend of \$0.40 per Share for FY19.

Final Price Tender means a Tender in which the shareholder elects to receive the Buy-Back Price, whatever MMS determines it to be.

Invitation means the invitation by MMS to eligible shareholders to offer to sell Shares to MMS as set out in the Buy-Back Documents.

Issuer Sponsored Holder means a holder of Shares on the issuer sponsored subregister of MMS.

Issuer Sponsored Holding means a holding of Shares on the issuer sponsored subregister of MMS.

Market Price means the VWAP of MMS ordinary shares on the ASX over the five trading days up to and including the Closing Date, calculated to four decimal places, as determined by MMS after 4.30pm (Melbourne time) on the Closing Date.

Minimum Price means one of the three specified minimum prices on the Tender Form, which a shareholder may select in order for their Tender to be conditional upon the Buy-Back Price being not less than that amount.

MMS or Company means McMillan Shakespeare Limited (ACN 107 233 983).

MMS Securities Trading Policy means the policy which applies to all persons employed by, or representing MMS, a copy of which is available on the MMS website.

MMS Share Register means the share register of MMS.

NPAT means net profit after tax.

Priority Allocation means 365 Shares, or such lesser number of Shares as is determined by MMS so as to ensure that MMS is able to buy back only the number of Shares it determines to buy back.

Registry means Computershare Investor Services Pty Limited, in its capacity as MMS' share registrar.

Restricted Employee Shares means any restricted shares held under a MMS incentive share plan.

ROE means return on equity.

Sale Consideration has the meaning given to that term in Section 2.2.

Settlement Rules means the operating rules of ASX Settlement, as amended from time to time.

Shares means fully paid ordinary shares in the capital of MMS on issue as at the Buy-Back Record Date.

Small Residual Holding means a holding of fewer than or equal to 145 Shares.

Small Residual Holding Tender has the meaning given to that term in Section 1.20.

Tax Market Value means for the purposes of the Buy-Back as adjusted in the manner described in Section 2.2.

Tender means a shareholder's offer to sell Shares to MMS at a specified Tender Discount or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents as amended in accordance with the procedures set out in

the Buy-Back Documents. Each parcel of shares tendered at a different Tender Price or as a Final Price Tender is a separate Tender.

Tender Discount means one of the specified discounts between 10% to 14% (inclusive, at 1% intervals) to the Market Price as set out on the Tender Form.

Tender Discount Range means the range of Tender Discounts at which shareholders can submit Tenders, being 10% to 14% inclusive, at 1% intervals.

Tender Form means the form (and its online equivalent) of offer by a shareholder to sell Shares to MMS under the Buy-Back, which accompanies this booklet, or represented by instructions from a CHESSE Holder's controlling participant (and includes a Tender Form amended in accordance with the procedures set out in the Buy-Back Documents).

Tender Period means the period within which shareholders may lodge, withdraw or amend a Tender in accordance with the Buy-Back Documents (from Wednesday, 11 September 2019 to Friday, 11 October 2019).

United States means United States of America, its territories and possessions, any State of the United States and the District of Columbia.

UNPATA means underlying net profit after tax and amortization.

US Person has the meaning given by Regulation S under the United States Securities Act of 1933, as amended from time to time.

VWAP for a share over a period means the volume weighted average price of all trades on the ASX including the closing single price auction, but excluding not 'at market' trades (e.g. any transactions defined in the operating rules of the ASX as special crossings, crossings prior to the commencement of the open session state, crossings during overnight trading, overseas trades, trades pursuant to the exercise of options over shares, and any other trades that the Board determines to exclude on the basis that the trades are not fairly reflective of natural supply and demand).

Withdrawal/Amendment Form means the form entitled 'Withdrawal/Amendment Form', a copy of which is available at www.mmsbuyback.com.au or by calling the Buy-Back Information Line, that is required to withdraw or amend a previously submitted Tender.

You or **shareholder** means a holder of Shares.

INTERPRETATION

In the Buy-Back Documents, unless the context otherwise requires:

- the singular includes the plural, and vice versa;
- words importing one gender include other genders;
- other parts of speech and grammatical forms of a word or phrase defined in this booklet have a corresponding meaning;
- terms used in the Buy-Back Documents and defined in the Corporations Act have the meanings given to them in the Corporations Act (unless expressly provided to the contrary in the Buy-Back Documents);
- an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this booklet, as relevant;
- reference to any statute, regulation, proclamation, ordinance or law includes all statutes, regulations, proclamations, ordinances, or laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- headings and bold type are for convenience only and do not affect the interpretation of this booklet;
- a reference to writing includes facsimile transmissions;
- a reference to currency is to Australian dollars; and
- a reference to time is to Melbourne time.

The postal acceptance rule does not apply to Tenders.

6 Sample Tender Forms

Tender Form - CHESS Holders

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER PROFESSIONAL ADVISER. THIS BUY-BACK IS NOT AVAILABLE TO EXCLUDED FOREIGN SHAREHOLDERS (AS DEFINED IN THE BUY-BACK BOOKLET) AND IS NOT TO BE DISTRIBUTED IN OR INTO, THE UNITED STATES OR CANADA, OR TO A US PERSON OR A RESIDENT OF CANADA.

If you wish to use this form to participate in the Buy-Back, you should refer to the instructions on the back of this form and, for your Tender(s) to be effective, you must instruct your controlling participant (normally your broker) to submit your Tender(s). Do NOT return this form to the Registry.
 Alternatively, you can submit your Tender online at www.mmsbuyback.com.au. Please refer to Section 1.14 of the Buy-Back Booklet for further information on how to participate in the Buy-Back. Your Controlling CHESS participant as at 29 August 2019 is:

000001
 000
 SAM
 MR JOHN SAMPLE
 FLAT 123
 SAMPLE STREET
 SAMPLE STREET
 SAMPLE STREET
 SAMPLETOWN VIC 3030

Holder Identification Number (HIN)



X 1234567890 I N D

Please complete the following using black ink only

I/we tender the following Shares to McMillan Shakespeare Limited at the specified Tender Discount(s) and/or as a Final Price Tender, on the terms and conditions set out in the Buy-Back Documents:

A Shares you can tender as at 29 August 2019

B Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<input type="text"/>	as a FINAL PRICE TENDER
C Insert the number of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares. If you hold 365 Shares or less (as shown in Box A), you may only submit one Tender in respect of all of your Shares and such a Tender in this Box C must be at one of the specified Tender Discounts or as a Final Price Tender (by completing Box B).	<input type="text"/>	at a <input type="text" value="14%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="13%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="12%"/> Tender Discount
	<input type="text"/>	at an <input type="text" value="11%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="10%"/> Tender Discount
D TOTAL NUMBER OF SHARES TENDERED Add up the number of Shares in Boxes B and C and write that number in Box D.	<input type="text"/>	The number of Shares in Box D must not be more than the number in Box A.

E Please provide your contact details in case we need to speak to you about your Tender:

Contact Name Contact Daytime Telephone / / Date

F Please sign within the appropriate boxes below. By signing this form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on the reverse of this form.

Individual or Joint Shareholder 1 <input type="text"/>	Joint Shareholder 2 <input type="text"/>	Joint Shareholder 3 <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary	Director

G THIS BOX G IS OPTIONAL - EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price. If you complete Box G, you must also complete Box B and/or Box C.

A\$10.44 A\$11.20 A\$11.55

TENDER FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 11 OCTOBER 2019

Tender Online

You can participate in the Buy-Back by tendering online at www.mmsbuyback.com.au or by submitting this Tender Form in accordance with the instructions below. You will be required to provide your Holder Identification Number (HIN). You can find this number located at the top right hand corner on the front page of this Tender Form. Tendering online is the most effective way of ensuring that your Tender is received no later than 7.00pm (Melbourne time) on 11 October 2019. As a CHESSE sponsored holder, McMillan Shakespeare Limited strongly recommends that you submit your Tender online by no later than 5.00pm (Melbourne time) on 11 October 2019. This is because the Registry will need to confirm with your controlling participant any online submission of your Tender before it can be taken as validly submitted. There may not be sufficient time to do so for any online Tenders submitted by CHESSE Holders after 5.00pm (Melbourne time) on 11 October 2019.

How to complete this Tender Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Buy-Back Booklet.

Please complete the form using black ink only.

A This is the total number of Shares registered in your name as at 29 August 2019 that confer an entitlement to participate in the Buy-Back. If you wish to participate in the Buy-Back, you can offer to sell some or all of these Shares to McMillan Shakespeare Limited (by following the instructions set out below).

<p>B Final Price Tender Insert the number of Shares (if any) you wish to tender as a Final Price Tender.</p>	<p>AND/OR</p>	<p>C Tender Discount Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 5 different specified Tender Discounts. Each parcel is treated as a separate Tender. If you hold 365 Shares or less, you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). If you hold more than 365 Shares, you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 365 Shares in aggregate.</p>
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D After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D.
Note that the number of Shares in Box D must not be more than the number of Shares in Box A.
If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 4.14 of the Buy-Back Booklet if your Tender is accepted by McMillan Shakespeare Limited.

E Please provide your contact details in case we need to speak to you about your Tender Form.

F You must sign this form in Box F. By signing and returning this Tender Form, you acknowledge that you have read and understood the Buy-Back Booklet and agree to, and make an offer to, sell your tendered Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 4.11 of the Buy-Back Booklet).

Individual holders	Where a holding is in one name, the registered shareholder must sign.
Joint holders	All holders must sign.
Under Power of Attorney	If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.
Deceased Estate	All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry.
Company	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

By signing this Tender Form you confirm that you are not an Excluded Foreign Shareholder as defined in the Buy-Back Booklet. Restricted Employee Shares may not be tendered into the Buy-Back.

G BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. **If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.**

Restrictions

McMillan Shakespeare Limited will not accept Tender Forms from any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada or any Tender Form that has been postmarked in, or otherwise appears to McMillan Shakespeare Limited or its agents to have been sent from, the United States or Canada. McMillan Shakespeare Limited will also not accept Tender Forms in respect of Restricted Employee Shares.

Payment for Shares bought back

McMillan Shakespeare Limited expects to dispatch/credit payment for Shares bought back no later than 22 October 2019.

Submitting your Tender Form

You will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Tender no later than 7.00pm (Melbourne time) on 11 October 2019. The name of your Controlling CHESSE participant as at 29 August 2019 is printed on the front of this Tender Form. Alternatively, you can submit your tender online at www.mmsbuyback.com.au.

DO NOT RETURN THIS FORM TO MCMILLAN SHAKESPEARE LIMITED OR THE REGISTRY

This Tender Form relates to the McMillan Shakespeare Limited Off-Market Buy-Back Booklet dated 21 August 2019 and should be read in conjunction with that Booklet.

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia).

TENDER FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 11 OCTOBER 2019.



Tender Online

You can participate in the Buy-Back by tendering online at www.mmsbuyback.com.au or by submitting this Tender Form in accordance with the instructions below. You will be required to provide your Securityholder Reference Number (SRN). You can find this number located at the top right hand corner on the front page of this Tender Form. Tendering online is the most effective way of ensuring that your Tender is received no later than 7.00pm (Melbourne time) on 11 October 2019.

How to complete this Tender Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Buy-Back Booklet.

Please complete the form using black ink only.

A	This is the total number of Shares registered in your name as at 29 August 2019 that confer an entitlement to participate in the Buy-Back. If you wish to participate in the Buy-Back, you can offer to sell some or all of these Shares to McMillan Shakespeare Limited (by following the instructions set out below).												
B	Final Price Tender Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	AND/OR	C	Tender Discount Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 5 different specified Tender Discounts. Each parcel is treated as a separate Tender. If you hold 365 Shares or less , you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). If you hold more than 365 Shares , you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 365 Shares in aggregate.									
D	After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D. Note that the number of Shares in Box D must not be more than the number of Shares in Box A. If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 4.14 of the Buy-Back Booklet if your Tender is accepted by McMillan Shakespeare Limited.												
E	Please provide your contact details in case we need to speak to you about your Tender Form.												
F	You must sign this form in Box F. By signing and returning this Tender Form, you acknowledge that you have read and understood the Buy-Back Booklet and agree to, and make an offer to, sell your tendered Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 4.11 of the Buy-Back Booklet). <table border="0"><tr><td>Individual holders</td><td>Where a holding is in one name, the registered shareholder must sign.</td></tr><tr><td>Joint holders</td><td>All holders must sign.</td></tr><tr><td>Under Power of Attorney</td><td>If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.</td></tr><tr><td>Deceased Estate</td><td>All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry.</td></tr><tr><td>Company</td><td>This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.</td></tr></table> <p>By signing this Tender Form you confirm that you are not an Excluded Foreign Shareholder as defined in the Buy-Back Booklet. Restricted Employee Shares may not be tendered into the Buy-Back.</p>			Individual holders	Where a holding is in one name, the registered shareholder must sign.	Joint holders	All holders must sign.	Under Power of Attorney	If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.	Deceased Estate	All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry.	Company	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.
Individual holders	Where a holding is in one name, the registered shareholder must sign.												
Joint holders	All holders must sign.												
Under Power of Attorney	If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.												
Deceased Estate	All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry.												
Company	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.												
G	BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.												

Restrictions

McMillan Shakespeare Limited will not accept Tender Forms from any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada or any Tender Form that has been postmarked in, or otherwise appears to McMillan Shakespeare Limited or its agents to have been sent from, the United States or Canada. McMillan Shakespeare Limited will also not accept Tender Forms in respect of Restricted Employee Shares.

Payment for Shares bought back

McMillan Shakespeare Limited expects to dispatch/credit payment for Shares bought back no later than 22 October 2019.

Submitting your Tender Form

Send your completed and signed Tender Form and, if mailing in Australia, use the enclosed reply-paid envelope, so that your Tender Form is received by the Registry no later than 7.00pm (Melbourne time) on 11 October 2019.

By mail

McMillan Shakespeare Limited Buy-Back
C/o Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001
AUSTRALIA

Alternatively, you can submit your tender online at www.mmsbuyback.com.au.

This Tender Form relates to the McMillan Shakespeare Limited Off-Market Buy-Back Booklet dated 21 August 2019 and should be read in conjunction with that Booklet.

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia).

TENDER FORMS MUST BE RECEIVED BY THE REGISTRY BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 11 OCTOBER 2019.



Tender Withdrawal/Amendment Form

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER PROFESSIONAL ADVISER.

THIS BUY-BACK IS NOT AVAILABLE TO EXCLUDED FOREIGN SHAREHOLDERS (AS DEFINED IN THE BUY-BACK BOOKLET) AND IS NOT TO BE DISTRIBUTED IN OR INTO, THE UNITED STATES OR CANADA, OR TO A US PERSON OR A RESIDENT OF CANADA.

Please refer to the instructions on the back of this form and to Section 1.15 of the Buy-Back Booklet for further information in relation to a withdrawal or amendment of your Tender.

Please insert your name and address details

Please insert your Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

I/we tender the following Shares to McMillan Shakespeare Limited at the specified Tender Discount(s) and/or as a Final Price Tender, on the terms and conditions set out in the Buy-Back Documents:

B	Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<input type="text"/>	as a FINAL PRICE TENDER
C	Insert the number of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares. If you hold 365 Shares or less as at 29 August 2019, you may only submit one Tender in respect of all of your Shares and such a Tender in this Box C must be at one of the specified Tender Discounts or as a Final Price Tender (by completing Box B).	<input type="text"/>	at a <input type="text" value="14%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="13%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="12%"/> Tender Discount
		<input type="text"/>	at an <input type="text" value="11%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="10%"/> Tender Discount
D	TOTAL NUMBER OF SHARES TENDERED Add up the number of Shares in Boxes B and C and write that number in Box D.	<input type="text"/>	The number of Shares in Box D must not be more than the number in Box A.

Tick one box only. One box must be completed.

Withdrawal: I/we withdraw my/our previous Tender(s) in accordance with the Buy-Back Booklet (complete Boxes E and F).

OR

Amendment: I/we withdraw my/our previous Tender(s) in accordance with the Buy-Back Booklet and wish to submit a replacement Tender(s) as set out below (complete Boxes A to G).

A Insert the number of Shares you can tender as at 29 August 2019

E Please provide your contact details in case we need to speak to you about your Withdrawal/Amendment Form:

_____ / _____ / _____
Contact Name **Contact Daytime Telephone** **Date**

F Please sign within the appropriate boxes below. By signing this form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on the reverse of this form.

Individual or Joint Shareholder 1 <input type="text"/>	Joint Shareholder 2 <input type="text"/>	Joint Shareholder 3 <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary	Director

G THIS BOX G IS OPTIONAL - EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price. If you complete Box G, you must also complete Box B and/or Box C.

A\$10.44 A\$11.20 A\$11.55

WITHDRAWAL / AMENDMENT FORMS MUST BE RECEIVED IN TIME TO BE PROCESSED BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 11 OCTOBER 2019 IN ACCORDANCE WITH THE INSTRUCTIONS ON THE REVERSE OF THIS FORM

McMillan Shakespeare Limited

ABN 74 107 233 983

Withdrawing or Amending your Tender(s)

Shareholders who have tendered their Shares into the Buy-Back and who now wish to either withdraw or amend their Tender(s) must lodge this Withdrawal/Amendment Form.

How to complete the Withdrawal/Amendment Form

The instructions below are cross-referenced to the relevant section of this form. Defined terms have the same meaning as in the Buy-Back Booklet.

Please complete the form using black ink only. Mark only one of the two boxes:

Withdrawal – Tick the “Withdrawal” Box if you wish to withdraw your previous Tender(s) and you do not wish to submit a new replacement Tender(s). **Please complete Boxes E and F.**

or **Amendment** – Tick the “Amendment” Box if you wish to amend your previous Tender(s) and submit a new replacement Tender(s). **Please complete Box A through to Box G.**

A Insert the total number of Shares registered in your name as at 29 August 2019 that carry an entitlement to participate in the Buy-Back. If you wish to amend a previous offer to sell some or all of these Shares to McMillan Shakespeare Limited you can do so by ticking the Amendment box and following the instructions set out below. If you need to check the total number of Shares you may tender into the Buy-Back, please call the Buy-Back Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia).

B Final Price Tender Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	AND/OR	C Tender Discount Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 5 different specified Tender Discounts. Each parcel is treated as a separate Tender. If you hold 365 Shares or less , you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). If you hold more than 365 Shares , you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 365 Shares in aggregate.
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D After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D.
Note that the number of Shares in Box D must not be more than the number of Shares in Box A.
If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 4.14 of the Buy-Back Booklet if your Tender is accepted by McMillan Shakespeare Limited.

E Please provide your contact details in case we need to speak to you about your Withdrawal/Amendment Form.

F You must sign this form in Box F. By signing and returning this Withdrawal/Amendment Form, you acknowledge that you have read and understood the Buy-Back Booklet and agree to withdraw your Tender or agree to amend your Tender (as the case requires). If you are amending your Tender, you agree to, and make an offer to, sell your tendered Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 4.11 of the Buy-Back Booklet).

Individual holders	Where a holding is in one name, the registered shareholder must sign.
Joint holders	All holders must sign.
Under Power of Attorney	If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.
Deceased Estate	All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry.
Company	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

If you are amending your Tender, by signing this Tender Form you confirm that you are not an Excluded Foreign Shareholder as defined in the Buy-Back Booklet. Restricted Employee Shares may not be tendered into the Buy-Back.

G **BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY:** You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. **If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.**

Payment for Shares bought back

McMillan Shakespeare Limited expects to dispatch/credit payment for Shares bought back no later than 22 October 2019.

Submitting your Withdrawal/Amendment Form

CHESSE Holdings

You will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Withdrawal/Amendment Form no later than 7.00pm (Melbourne time) on 11 October 2019. **Do not send your Withdrawal/Amendment Form to McMillan Shakespeare Limited or the Registry.**

Issuer Sponsored Holdings

Your completed Withdrawal/Amendment Form must be received by the Registry no later than 7.00pm (Melbourne time) on 11 October 2019.

By mail:

McMillan Shakespeare Limited Buy-Back
C/o Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001
AUSTRALIA

This Withdrawal/Amendment Form relates to the McMillan Shakespeare Limited Off-Market Buy-Back Booklet dated 21 August 2019 and should be read in conjunction with that Booklet.

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia).

WITHDRAWAL/AMENDMENT FORMS MUST BE PROCESSED BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 11 OCTOBER 2019.

7 Corporate Directory

Directors

Tim Poole

Chairman and Non-Executive Director

Michael Salisbury

Chief Executive Officer and Managing Director

John Bennetts

Non-Executive Director

Ross Chessari

Non-Executive Director

Ian Elliot

Non-Executive Director

Helen Kurincic

Non-Executive Director

Company Secretary

Mark Blackburn

Registered Office

Level 21

360 Elizabeth St

Melbourne VIC 3000

Telephone: +61 3 9097 3000

Facsimile: +61 3 9097 3060

Website: <http://www.mmsg.com.au/>

Postal Address

Locked Bag 18

Melbourne VIC 8003

Share Registry – Address for Buy-Back

Computershare Investor Services Pty Ltd

GPO Box 52

Melbourne VIC 3001

Telephone (within Australia): 1300 850 505

Telephone (outside Australia): +61 3 9415 4000

