

**McMillan Shakespeare Limited**

ABN 74 107 233 983

**All correspondence to:**

Computershare Investor Services Pty Limited  
Locked Bag 1, Collins Street East, Melbourne  
Victoria 8003 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9635 0060  
www.computershare.com

000001  
MMS



MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



17 September 2004

Dear Shareholder

**ANNUAL GENERAL MEETING**

It is with great pleasure that I invite you to attend the first Annual General Meeting of McMillan Shakespeare Limited to be held at the Malcolm Moore Room, Ground Floor, Australian Institute of Management, 181 Fitzroy Street, St Kilda, Victoria on Thursday, 21 October 2004.

Please find enclosed the notice of meeting and proxy form for your information. A copy of the Company's 2004 Annual Report will be mailed to you in the coming week.

The meeting will commence at 10:00 am with brief addresses on the Company's performance and operations during the period to 30 June 2004. The items of business set out in the notice of meeting will then be transacted.

I invite you to join the Board for light refreshments at the conclusion of the meeting. If you plan to attend the meeting in person, please bring your proxy form to facilitate your registration. I look forward to seeing you at the meeting.

Yours sincerely

Ronald Pitcher  
Chairman

Encls

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# Notice of Annual General Meeting

Notice is given that the first Annual General Meeting of McMillan Shakespeare Limited (A.C.N. 107 233 983) will be held at the Malcolm Moore Room, Ground Floor, Australian Institute of Management, 181 Fitzroy Street, St Kilda, Victoria on Thursday, 21 October 2004 at 10:00am Australian Eastern Standard Time.

## Business

### 1. Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the period ended 30 June 2004.

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

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

*That Mr Bennetts be re-elected as a director of the Company.*

### 3. Re-election of Mr Ronald Pitcher as a Director

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

*That Mr Pitcher be re-elected as a director of the Company.*

### 4. Re-election of Mr Graeme McMahon as a Director

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

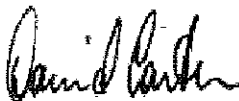
*That Mr McMahon be re-elected as a director of the Company.*

### 5. Appointment of Auditor

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

*That William Buck of Level 2, 215 Spring Street, Melbourne, Victoria, be appointed as the auditor of the Company.*

By Order of the Board



David Carter  
Company Secretary  
Melbourne, 17 September 2004

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## Information for Shareholders

### 1. Entitlement to attend and vote

The Board has determined that, the holders of the Company's ordinary shares for the purposes of the meeting, will be those registered holders of the Company's ordinary shares at 5:00pm (Australian Eastern Standard Time) on Tuesday, 19 October 2004.

### 2. Voting by Proxy

If you cannot attend the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy need not be a member.

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

A proxy form has been enclosed for members with this notice of meeting.

Proxies must be received at the Company's registered office, Level 4, 321 Exhibition Street, Melbourne, Victoria 3000 (facsimile number (03) 9635 0060) not less than 48 hours before the commencement of the meeting.

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

### 3. Voting by Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be effective, the instrument effecting the appointment (or a certified copy of it) must be received at the Company's registered office, Level 4, 321 Exhibition Street, Melbourne, Victoria 3000 (facsimile number (03) 9635 0060) at least 48 hours before the commencement of the meeting.

### 4. Corporate Representatives

A corporation, which is a member, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company

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## Explanatory Notes on the Items of Business

### Item 1: Reports and Accounts

Pursuant to section 317 of the *Corporations Act 2001*, the Financial Report, Directors' Report and Auditor's Report of McMillan Shakespeare Limited for the financial period to 30 June 2004 will be laid before the meeting. There is no requirement for a formal resolution on this item of business.

### Item 2: Re-election of Director retiring by rotation

#### **John Bennetts, BEc, LLB**

*Non-Executive Director since incorporation  
Member of the Audit & Risk Management Committee  
Member of the Nomination & Remuneration Committee*

Mr John Bennetts was elected as a non-executive director of the Company on 1 December 2003.

Mr Bennetts is the principal of Asia Pac Consulting Pty Limited, which provides corporate advisory services to Australian and multi-national corporations in the Asia Pacific region. He is also the founder and director of a number of companies, including Cellestis Limited and Mooroolbark Technology Pty Limited. Prior to founding Asia Pac Consulting Pty Limited, he was Group Legal Counsel and Company Secretary of Datacraft Limited. Before joining Datacraft Limited, he practiced as a solicitor with a number of firms, including Freehill Hollingdale & Page.

### Item 3: Re-election of Director appointed since the last general meeting

#### **Ronald Pitcher, FCA, FCPA, ACAA**

*Independent Non-Executive Chairman since February 2004  
Chairman of the Audit & Risk Management Committee  
Chairman of the Nomination & Remuneration Committee*

Mr Ronald Pitcher was appointed as the independent non-executive Chairman of the Company on 4 February 2004.

Mr Pitcher is a chartered accountant and business consultant with over 45 years of experience in the accounting profession and the provision of business advisory services. Mr Pitcher is also the Chairman of Cellestis Limited and a director of National Can Industries Limited, Reece Australia Limited and Capral Aluminium Limited.

### Item 4: Re-election of Director appointed since the last general meeting

#### **Graeme McMahon, FCPA, FAIM, FRAeS, FCIT**

*Independent Non-Executive Director since March 2004  
Member of the Audit & Risk Management Committee  
Member of the Nomination & Remuneration Committee*

Mr Graeme McMahon was appointed as an independent non-executive director of the Company on 18 March 2004.

Mr McMahon is a director SSSR Holdings Pty Limited and Expo Hire (Aust) Pty Limited. He is also a Member of Council at La Trobe University and a member on the board of the Queensland Australian Football League Council. Until recently, he was the Chairman of the Essendon Football Club, a position that he held for 7 years. He was also the Managing Director and Chief Executive Officer of Ansett Australia Group until 1996.

### Item 5: Appointment of Auditor

Pursuant to section 327(5) of the *Corporations Act 2001*, the Board, having received consent from William Buck to act as the Company's auditors, appointed William Buck as the Company's auditors with effect from 1 December 2003. The Company seeks shareholder approval, pursuant to section 327(3) of the *Corporations Act 2001*, for the appointment of William Buck as the Company's auditors. In accordance with section 328 of the *Corporations Act 2001*, a copy of the notice of nomination of William Buck is set out in the Attachment to this notice of meeting.

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## Attachment: Nomination of Auditor

PO Box 351  
Hawthorn Victoria 3122

15 September 2004

The Company Secretary  
McMillan Shakespeare Limited  
Level 4, 321 Exhibition Street  
MELBOURNE VICTORIA 3000

**By Hand**

Dear Sir

### **NOMINATION OF AUDITOR**

Pursuant to section 328(1) of the *Corporations Act 2001*, I, being a member of McMillan Shakespeare Limited, hereby nominate William Buck of Level 2, 215 Spring Street, Melbourne, Victoria for appointment as the auditor of the Company at the next Annual General Meeting of the Company (or any adjournment thereof).

Yours sincerely



George Tsiamis

*Benefit From Our Experience*

**McMillan Shakespeare Limited**

ABN 74 107 233 983

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001 MMS  
 MR JOHN SMITH 1  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I ND

**Appointment of Proxy**

I/We being a member/s of McMillan Shakespeare Limited and entitled to attend and vote hereby appoint



the Chairman  
 of the Meeting  
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of McMillan Shakespeare Limited to be held at the Malcolm Moore Room, Ground Floor, Australian Institute of Management, 181 Fitzroy Street, St Kilda, Victoria on Thursday, 21 October 2004 at 10.00am (AEST) and at any adjournment of that meeting.

**IMPORTANT**



To ensure your proxy votes count, you should mark this box if you do not wish to direct your proxy how to vote. The Chairman of the Meeting intends to vote undirected proxies in favour of the resolutions. If you direct your proxy how to vote using the "for", "against" or "abstain" boxes below, it is not necessary to mark the box. By marking this box, when you have not directed your proxy how to vote below, you acknowledge that the Chairman of the Meeting (whether nominated or by default), acting as your proxy, may exercise your undirected proxy votes even if he/she has an interest in the outcome of the resolution, and that votes cast by him/her, other than as a proxyholder, will be disregarded because of that interest.

Voting directions to your proxy - please mark to indicate your directions

- 2 Re-election of Mr John Bennetts as a Director
- 3 Re-election of Mr Ronald Pitcher as Director
- 4 Re-election of Mr Graeme McMahon as a Director
- 5 Appointment of Auditor

|   | For                      | Against                  | Abstain*                 |
|---|--------------------------|--------------------------|--------------------------|
| 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

**Appointing a second Proxy**

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR



State the percentage of your voting rights or the number of securities for this Proxy Form.

**PLEASE SIGN HERE**

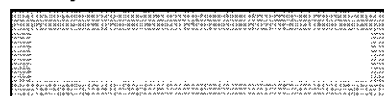
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



Individual/Sole Director and Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'X') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00am (AEST) on Thursday, 21 October 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged:

IN PERSON Registered Office of the Company - Level 4, 321 Exhibition Street, Melbourne, Victoria 3000  
BY FAX (03) 9635 0060