

Form 603Corporations Law
Section 671B**Notice of initial substantial holder**To Company Name/Scheme McMillan Shakespeare Limited**1. Details of substantial holder(1)**Name Portfolio Partners Limited and entities in the AVIVA plc Group listed in Schedule 1ABN (if applicable) 85 066 081 114The holder became a substantial holder on 23 June 2004**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Persons' votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares | 3,350,000 | 3,350,000 | 5.18%* |
| | | | |

* Based on issued capital of 64,683,430 fully paid ordinary shares.

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| Portfolio Partners Limited | Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements. | 3,350,000 |
| Entities in AVIVA plc Group listed in Schedule 1 | Deemed relevant interest under section 608(2) or (3) of Corporations Law. See Schedule 1 | 3,350,000 |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|------------------------------------------------|--------------------------------|
| Refer schedule 2 | | | |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|----------------------------------------------------------------------------------------|---------------------|-------------------|----------|-----------------------------------|
| | | Cash | Non-cash | |
| Portfolio Partners Limited and the entities in the CGNU plc Group listed in Schedule 1 | | | | Ordinary fully paid shares |
| | 15/03/2004 | \$200,000 | | 400,000 |
| | 22/06/2004 | \$2,301,000 | | 2,950,000 |
| | Grand Total | \$2,501,000 | | 3,350,000 |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|----------------------------------------------------------------|
| Refer Schedule 1 | Each is a related body corporate of Portfolio Partners Limited |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|-----------------------------------|----------------------------------------------------------------------------------------|
| All entities listed in Schedule 1 | c/- Portfolio Partners Limited, Level 4, 530 Collins Street, Melbourne, Victoria, 3000 |

Signature

Lee-Anne Cashman

Capacity Company Secretary

print name

Sign here


Date 23/06/2004

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Law.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of 'relevant agreement' in section 9 of the Corporations Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

SCHEDULE 1

List of entities

| | |
|------------------------------------------------------------------------|------------------------------------------------------|
| Aviva Asset Management Services Pty Ltd 12 074 649 068 | NULIFE Insurance Limited 85 008 406 737 |
| Aviva Australia Holdings Limited 38 095 045 784 | NULIS Nominees (Australia) Limited 80 008 515 633 |
| Aviva Australia Limited 32 006 783 286 | NZI Leasing Corporation Pty Limited 97 008 601 116 |
| Aviva Fixed Assets (1) Pty Ltd 64 072 232 154 | Portfolio Partners Limited 85 066 081 114 |
| Aviva Fixed Assets (2) Pty Ltd 89 092 040 438 | PPL Super Pty Ltd ACN 081 462 197 |
| Aviva Group Limited 55 071 346 800 | PremiumChoice Nominees Pty Limited ACN 098 907 423 |
| Aviva Insurance Pty Limited 33 099 736 062 | Tokara Pty Ltd 87 082 564 261 |
| Aviva Marketing Services Pty Ltd 48 060 534 947 | United Premium Funding Pty Limited 91 003 219 065 |
| Aviva Technology Services Pty Ltd 81 068 812 939 | Vynotas Pty. Ltd. 70 007 093 601 |
| FPI Pty Ltd 38 006 305 700 | Belves Investments Ltd (New Zealand) |
| Gallagher Lane Pty Ltd 13 060 535 104 | CFM Holdings Ltd (New Zealand) |
| General Accident Australia and New Zealand Pty Limited ACN 002 902 847 | CGU Holdings (Australia) Ltd (UK) |
| n-able Pty Ltd 25 003 066 073 | CGU Insurance plc (UK) |
| Navigator Australia Limited 45 006 302 987 | CGU International Holdings BV (Netherlands) |
| Navigator Investment Services Australia Pty Ltd 26 007 353 424 | CGU International Insurance plc (UK) |
| NIML Limited 52 007 016 186 | Commercial Union Holdings (France) Ltd (UK) |
| Norstaff Super Limited ACN 060 563 108 | Commercial Union Holdings (NZ) Ltd (New Zealand) |
| Norwich House Melbourne Pty Ltd 30 006 475 029 | Commercial Union International Holdings Ltd (UK) |
| Norwich Union Life Australia Limited 34 006 783 295 | General Accident Asia – Pacific Ltd (New Zealand) |
| Norwich Union Superannuation Services Pty Ltd 45 007 410 193 | General Accident plc (UK) |
| | Hibernian Investment Managers Limited (UK) |
| | Scottish Insurance Corporation Ltd (UK) |
| | The Road Transport and General Insurance Co Ltd (UK) |

SCHEDULE 2

| Holder of relevant interests | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities Ordinary fully paid shares |
|------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------|---------------------------------------------------------------------|
| Portfolio Partners Limited and the entities listed in Schedule 1 | ANZ Custodian Services Ltd | | 534,188 |
| | JP Morgan Nominees Aust. Limited | | 335,588 |
| | National Nominees Ltd | | 1,864,252 |
| | RBC Global Services Australia Nominees Pty Limited | | 615,972 |
| | Total | | Total 3,350,000 |