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Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the ⁺official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and ⁺quotation of its ⁺securities. Publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Part 1 - Application for admission to the official list

Name of entity

ABN

McMillan Shakespeare Limited

74 107 233 983

We (the entity) apply for admission to the ⁺official list of Australian Stock Exchange Limited (ASX) and for ⁺quotation of ⁺securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1 Deleted 30/9/2001

2 ⁺Main class of ⁺securities

Number	⁺ Class
64,000,000 plus up to an additional 1,081,081 under the Employee Offer, see Tab 1 'Prospectus' (page 16)	Ordinary Shares
3 Additional ⁺ classes of ⁺ securities (except ⁺ CDIs)	Number to be quoted
	⁺ Class

Number not to be quoted	+Class

- 4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes.
- Phone: (03) 9635 0182
 Fax: (03) 9635 0090
 E-mail: gcorge.tsiamis@mcms.com.au (CFO)
 Level 4, 321 Exhibition Street, Melbourne, Victoria 3000
- 5 Address of principal +security registries for each +class of +security (including +CDIs)
- Computershare Investor Services Pty Limited, Level 12, 565 Bourke Street, Melbourne, Victoria 3000
- 6 Annual balance date
- 30 June

Companies only*(Other entities go to 19)*

- 7 Name and title of chief executive officer/managing director
- Anthony Podesta
- 8 Name and title of chairperson of directors
- Ronald Pitcher
- 9 Names of all directors
- Ronald Pitcher
 Anthony Podesta
 John Bennetts
 Ross Chessari

+ See chapter 19 for defined terms.

- 10 Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits
- Anthony Podesta's employment contract term is 3 years from the date of acquisition of McMillan Shakespeare Australia Pty Limited, however McMillan Shakespeare Limited can terminate the agreement during the first year of the term upon giving 12 months' notice and thereafter on 3 months' written notice.
- No director is entitled to participate in profits.
- 11 Name and title of company secretary
- David Carter
- 12 Place of incorporation
- Victoria
- 13 Date of incorporation
- 1 December 2003
- 14 Legislation under which incorporated
- Corporations Act 2001 (Cth)
- 15 Address of registered office in Australia
- Level 4, 321 Exhibition Street, Melbourne, Victoria 3000
- 16 Month in which annual meeting is usually held
- Expected to be November
- 17 Months in which dividends are usually paid (or are intended to be paid)
- Expected to be April and/or September
- 18 If the entity is a foreign company which has a certificated subregister for quoted securities, the location of Australian security registers
- N/A

- 18A If the entity is a foreign company, the name and address of the entity's Australian agent for service of process

N/A

(Companies now go to 31)

All entities except companies

- 19 Name and title of chief executive officer/managing director of the responsible entity

N/A

- 20 Name and title of chairperson of directors of responsible entity

N/A

- 21 Names of all directors of the responsible entity

N/A

- 22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits

N/A

- 23 Name and title of company secretary of responsible entity

N/A

⁺ See chapter 19 for defined terms.

- 23A Trusts only - if the trust is a registered managed investment scheme, the names of the members of the compliance committee (if any) N/A
- 24 Place of registration of the entity N/A
- 25 Date of registration of the entity N/A
- 26 Legislation under which the entity is registered N/A
- 27 Address of administration office in Australia of the entity N/A
- 28 If an annual meeting is held, month in which it is usually held N/A
- 29 Months in which distributions are usually paid (or are intended to be paid) N/A
- 30 If the entity is a foreign entity which has a certificated subregister for quoted securities, the location of Australian security registers N/A
- 30A If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process N/A

About the entity

All entities

Tick to indicate you are providing the information or documents	Where is the information or document to be found? (eg, prospectus cross reference)
31 <input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	See Tab 1 'Prospectus' (page 8)
32 <input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	See Tab 1 'Prospectus'; copies to be provided separately
33 <input checked="" type="checkbox"/> Cheque for fees	See attached cheque for \$45,442.
34 <input checked="" type="checkbox"/> Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and Issuer Sponsored
35 <input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	See Tab 2 'Material Agreements'
36 <input type="checkbox"/> A certified copy of any restriction agreement entered into in relation to *restricted securities	N/A
37 <input type="checkbox"/> If there are *restricted securities, undertaking issued by any bank or *recognised trustee	N/A
38 <input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	See Tab 3 'Certificates'
39 <input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	N/A
40 <input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	See Tab 4 'Constitution'

+ See chapter 19 for defined terms.

- Where is the information or document to be found? (eg, prospectus cross reference)
- 41 Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) See Tab 5 'Checklist for Constitutions of Listed Entities'
- 42 A brief history of the entity or, if applicable, the group See Tab 1 'Prospectus' (pages 3, 10 and 11)
- 42A Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. See Tab 6 'ASX Agreement'

About the securities to be quoted

All entities

- 43 Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules Ordinary shares
- 44 Voting rights of +securities to be quoted See Tab 4 'Constitution' (Rule 17.6 Votes)
- 45 A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs See Tab 7 'Specimen Holding Statement'
- 46 Terms of the +securities to be quoted Ordinary shares
- 47 A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders To be provided when available
- 48 A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over To be provided when available
- 49 The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price To be provided when available
- 50 Terms of any +debt securities and +convertible debt securities N/A

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- 51 Trust deed for any +debt securities and +convertible debt securities
- 52 Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

- 53 The name of the vendor and details of any relationship of the vendor with us
- 54 If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us
- 55 The date that the vendor acquired the +classified asset
- 56 The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise
- 57 The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full
- 58 Full details of the +classified asset, including any title particulars

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- 59 The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). N/A
- 60 The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full N/A
- 61 A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). N/A

About the entity's capital structure

All entities

- 62 Deleted 1/9/99.
- 63 A copy of the register of members, if ASX asks To be provided if requested
- 64 A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years N/A
- 65 The terms of any +employee incentive scheme See Tab 1 'Prospectus' (pages 63-66) and Tab 8 'Employee Plans'
- 66 The terms of any +dividend or distribution plan N/A
- 67 The terms of any +securities that will not be quoted 1,500,000 options to acquire shares will be issued to senior management under the Employee Option Plan, see Tab 8 'Employee Plans' and Tab 1 'Prospectus' (pages 17, 63-64)
- 68 Deleted 1/7/98.

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- 69 The entity's issued capital (interests), showing separately each class of security (except CDIs), the amount paid up on each class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each class and the conversion terms (if applicable)
- On the basis that none of the shares offered under the Employee Offer will be subscribed for, there will be 64,000,000 fully paid ordinary shares on issue. The issue price of 21,000,000 of those shares will be 50 cents each. The issue price of the remaining 43,000,000 is set out in Tab 9 'Details of Securities'.
Up to an additional 1,081,081 fully paid ordinary shares will be issued under the Employee Offer. The issue price of those additional shares will be 46.25 cents each.
For Details of the dividend and voting rights attaching to all of the shares on issues see Tab 1 'Prospectus' (page 62)
- 70 The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)
- Note: This applies whether the securities are quoted or not.
- N/A
- 71 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)
- Note: This applies whether the securities are quoted or not.
- N/A
- 72 The number of the entity's options to acquire unissued securities, showing the number outstanding
- Note: This applies whether the securities are quoted or not.
- 1,500,000 options to acquire shares will be issued to senior management under the Employee Option Plan, see Tab 8 'Employee Plans' and Tab 1 'Prospectus' (pages 17, 63-64)
- 73 Details of any rights granted to any person, or to any class of persons, to participate in an issue of the entity's securities
- Note: This applies whether the securities are quoted or not.
- N/A
- 74 If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).
- All shares in the capital of McMillan Shakespeare Australia Pty Limited (ABN 39 082 449 036) ("MSA"). MSA's business is the provision of independent salary packaging administration and related services in Australia

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|---------|-------------------------------------|---|---|
| 75 | <input checked="" type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years | See Tab 10 'Accounts' and Tab 'Directors' Statements'. The entity proposes to acquire all of the shares in the capital of McMillan Shakespeare Australia Pty Limited (ABN 39 082 449 036) |
| 76 | <input checked="" type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years | See Tab 10 'Accounts'. Accounts for FY03 will be provided within 7 days of this application |
| 76A | <input checked="" type="checkbox"/> | Evidence that the entity's *profit from continuing operations in the past 12 months exceeded \$400,000 | See Tab 10 'Accounts' |
| 77 | <input checked="" type="checkbox"/> | Audited *accounts for the last 3 full financial years and audit reports | See Tab 10 'Accounts'. Accounts for FY03 will be provided within 7 days of this application |
| 78 - 79 | | Deleted 1/7/97. | |
| 80 | <input type="checkbox"/> | Half yearly *accounts (if required) and audit report or review | N/A |
| 80A | <input checked="" type="checkbox"/> | Pro forma balance sheet and review | See Tab 1 'Prospectus' (pages 41, 44-56) |
| 80B | <input checked="" type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn *profit from continuing operations | See Tab 11 'Directors' Statements' |

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

Deleted 1/7/97

- | | | | |
|-----|--------------------------|---|-----|
| 81A | <input type="checkbox"/> | For entities other than *investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | N/A |
| 81B | <input type="checkbox"/> | For *investment entities other than *pooled development funds, evidence of net tangible assets of at least \$15 million | N/A |
| 81C | <input type="checkbox"/> | Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million | N/A |

* See chapter 19 for defined terms.

Where is the information or document
to be found? (eg, prospectus
cross reference)

- | | | | |
|-----|--------------------------|---|-----|
| 82 | <input type="checkbox"/> | Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments) | N/A |
| 83 | <input type="checkbox"/> | Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) | N/A |
| 84 | <input type="checkbox"/> | Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required) | N/A |
| 85 | | Deleted 1/9/99. | |
| 86 | | Deleted 1/7/97. | |
| 87 | <input type="checkbox"/> | *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed | N/A |
| 87A | <input type="checkbox"/> | Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed | N/A |
| 87B | <input type="checkbox"/> | Audited balance sheet (if required) and audit report | N/A |
| 87C | <input type="checkbox"/> | Pro forma balance sheet and review | N/A |

(Now go to 106)

- | | |
|----------|-----------------|
| 88 | Deleted 1/7/97. |
| 89-92C | Deleted 1/9/99. |
| 93 | Deleted 1/7/97. |
| 94-98C | Deleted 1/9/99. |
| 99 | Deleted 1/7/97. |
| 100-105C | Deleted 1/9/99. |

About the entity's business plan and level of operations

All entities

	Information contained in the information memorandum	Where is the information or document to be found? (eg, prospectus cross reference)
106	<input checked="" type="checkbox"/> Details of the entity's existing and proposed activities, and level of operations. State the main business	See Tab 1 'Prospectus' (pages 3, 23-27)
107	<input checked="" type="checkbox"/> Details of any issues of the entity's ⁺ securities (in all ⁺ classes) in the last 5 years. Indicate issues for consideration other than cash	See Tab 9 'Details of Securities'

Information memorandum requirements

All entities

108	<input type="checkbox"/> If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum	N/A
109	<input type="checkbox"/> The signature of every director, and proposed director, of the entity personally or by a ⁺ person authorised in writing by the director (in the case of a trust, director of the responsible entity)	N/A
110	<input type="checkbox"/> The date the information memorandum is signed	N/A
111(a)	<input type="checkbox"/> Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	N/A
111(b)	<input type="checkbox"/> If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	N/A

⁺ See chapter 19 for defined terms.

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|--------|--------------------------|--|-----|
| 111(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, securities or otherwise by any person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | N/A |
| 112(a) | <input type="checkbox"/> | Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it | N/A |
| 112(b) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity | N/A |
| 112(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, securities or otherwise by any person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | N/A |
| 113 | <input type="checkbox"/> | A statement that ASX does not take any responsibility for the contents of the information memorandum | N/A |
| 114 | <input type="checkbox"/> | A statement that the fact that ASX may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity | N/A |
| 115 | <input type="checkbox"/> | If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context | N/A |

Where is the information or document to be found? (eg, prospectus cross reference)

- 116 A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum

N/A

- 117 A statement that a supplementary information memorandum will be issued if the entity becomes ⁺aware of any of the following between the issue of the information memorandum and the date the entity's ⁺securities are ⁺quoted or reinstated.
- A material statement in the information memorandum is misleading or deceptive.
 - There is a material omission from the information memorandum.
 - There has been a significant change affecting a matter included in the information memorandum.
 - A significant new circumstance has arisen and it would have been required to be included in the information memorandum

N/A

Information contained in the supplementary information memorandum

- 118 If there is a supplementary information memorandum:
- Correction of any deficiency.
 - Details of any material omission, change or new matter.
 - A prominent statement that it is a supplementary information memorandum.
 - The signature of every director, or proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity).
 - The date the supplementary information memorandum is signed.

N/A

Evidence if supplementary information memorandum is issued

- 119 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

N/A

⁺ See chapter 19 for defined terms.

Other information**All entities**

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|------|-------------------------------------|--|--|
| 120 | <input type="checkbox"/> | Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum | N/A |
| 121 | <input checked="" type="checkbox"/> | Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity) | See Tab 1 'Prospectus' (page 60) and Tab 2 'Material Agreements' (Employment Agreement with Anthony Podesta) |
| 122 | <input checked="" type="checkbox"/> | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years | Only the Prospectus, see Tab 1 'Prospectus' |
| 123 | <input type="checkbox"/> | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's ⁺ securities | N/A |
| 123A | <input type="checkbox"/> | The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the ⁺ official list at the date of its application for admission, unless ASX agrees otherwise.

<small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | N/A |

Mining exploration entities

- | | | | |
|-----|--------------------------|--|-----|
| 124 | <input type="checkbox"/> | A map or maps of the mining tenements prepared by a qualified ⁺ person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified ⁺ person and the report to which they relate. | N/A |
| 125 | | Deleted 1/7/97 | |

Where is the information or document to be found? (eg, prospectus cross reference)

- 126 A schedule of *mining tenements prepared by a qualified person. The schedule must state in relation to each *mining tenement:
the geographical area where the *mining tenement is situated;
the nature of the title to the *mining tenement;
whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
the *person in whose name the title to the *mining tenement is currently held.

N/A

- 127 If the entity has *acquired an interest or entered into an agreement to *acquire an interest in a *mining tenement from any *person, a statement detailing the date of the *acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.

N/A

- 128 A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each *mining tenement or, where appropriate, each group of tenements

N/A

- 129 A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and *ore reserves

N/A

+ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:

- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. Except in the case of an entity established in a jurisdiction whose laws have the effect that +CHESSE cannot be used for holding legal title to +securities:
- We will satisfy the +SCH +technical and performance requirements and meet any other requirements +SCH imposes in connection with +CHESSE approval of our +securities.
 - When +securities are issued we will enter them in the +CHESSE subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - +SCH is irrevocably authorised to establish and administer a +CHESSE subregister in respect of the +securities for which +quotation is sought.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that +CHESSE cannot be used for holding legal title to +securities, we confirm that either:
- we have given a copy of this application to +SCH in accordance with section 3 of the SCH Business Rules; or
- we ask ASX to forward a copy of this application to +SCH.
12. In the case of an entity established in a jurisdiction whose laws have the effect that +CHESSE cannot be used for holding legal title to +securities:
- SCH is irrevocably authorised to establish and administer a +CHESSE subregister in respect of +CDIs.

+ Sec chapter 19 for defined terms.

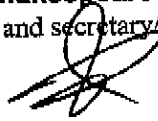
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:

we have given a copy of this application to +SCH in accordance with section 3A of the SCH Business Rules; or

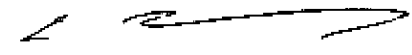
we ask ASX to forward a copy of this application to +SCH.

Signed by)
McMillan Shakespeare Limited)
 by a director and secretary/director:)



 Signature of secretary/director

Ross Gessami
 Name of secretary/director (please print)



 Signature of director

John Bennett
 Name of director (please print)

Date: 10/02/04..... 2004