

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **MCMILLAN SHAKESPEARE LIMITED (MMS)**
ACN/ARSN **ACN 107 233 983**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and its related bodies corporate**
ACN/ARSN (if applicable) **000 431 827**

There was a change in the interests of the substantial holder on **22/02/2023**
The previous notice was given to the company on **25/01/2023**
The previous notice was dated **23/01/2023**

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	6,519,486	9.361%	5,802,800	8.332%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer to annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer to annexure B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Perpetual Limited (PPT)	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited (PIML)	18/123 Pitt Street Sydney, NSW 2000
Perpetual Trustee Company Limited (PTCo)	18/123 Pitt Street Sydney, NSW 2000
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited (PFSL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited (PIL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
MCMILLAN SHAKESPEARE LIMITED (MMS)	Level 21, The Tower, Melbourne Central, 360 Elizabeth Street, MELBOURNE, VIC, AUSTRALIA, 3000

Signature

print name Sylvie Dimarco capacity Company Secretary

sign here *Sylvie Dimarco* date 24/02/2023

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 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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 Act 2001.
- (7) 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.
 - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 24/02/2023

Holder of Relevant Interest	Person whose relevant interest changed	Date	Transaction Type	Consideration (Cash)	Class (Ordinary) and number	Person's vote affected
PIML	National Nominees Pty Ltd	2023-01-25	Sale	65,334.59	4,587	4,587
PIML	HSBC Custody Nominees (Australia) Limited	2023-01-25	Sale	646,836.61	45,413	45,413
PIML	National Nominees Pty Ltd	2023-02-02	Sale	6,618.79	470	470
PIML	HSBC Custody Nominees (Australia) Limited	2023-02-02	Sale	65,441.54	4,647	4,647
PTCO	Perpetual Trustee Company Limited	2023-02-15	Sale	37,657.23	3,750	3,750
PTCO	Perpetual Trustee Company Limited	2023-02-15	Sale	37,657.23	3,750	3,750
PTCO	Perpetual Trustee Company Limited	2023-02-16	Sale	37,657.23	3,750	3,750
PTCO	Perpetual Trustee Company Limited	2023-02-16	Sale	37,657.23	3,750	3,750
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-155,757.08	-11,399	11,399
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-156,818.60	-11,474	11,474
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-799,558.40	-59,008	59,008
PIL	National Nominees Limited	2023-02-22	Sale	-30,511.94	-2,233	2,233
PIL	National Nominees Limited	2023-02-22	Sale	-30,724.09	-2,248	2,248
PIL	National Nominees Limited	2023-02-22	Sale	-156,624.45	-11,559	11,559
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-188,988.17	-13,831	13,831
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-190,276.15	-13,922	13,922
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-970,098.70	-71,594	71,594
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-182,429.40	-13,351	13,351
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-183,674.84	-13,439	13,439
PIL	State Street Bank & Trust Company	2023-02-22	Sale	-936,454.05	-69,111	69,111
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-603,761.92	-44,186	44,186
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-607,866.83	-44,476	44,476
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-22	Sale	-3,099,264.40	-228,728	228,728

ANNEXURE B

This is annexure 'B' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 24/02/2023

Holder of relevant interest	Registered holder securities	Persons entitled to be registered holder	Number of securities	Number of votes
PFSL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	837,070	837,070
PIL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	207,831	207,831
PIL	National Nominees Limited	National Nominees Limited	42,791	42,791
PIL	State Street Bank & Trust Company	State Street Bank & Trust Company	276,374	276,374
PIL	State Street Bank & Trust Company	State Street Bank & Trust Company	286,134	286,134
PIML	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	1,472,559	1,472,559
PIML	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	261,489	261,489
PIML	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	1,360,318	1,360,318
PIML	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	338,402	338,402
PIML	National Nominees Pty Ltd	National Nominees Pty Ltd	153,574	153,574
PIML	UBS Nominees Pty Ltd	UBS Nominees Pty Ltd	551,258	551,258
PTCO	Perpetual Trustee Company Limited	Perpetual Trustee Company Limited	15,000	15,000