

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme MCMILLAN SHAKESPEARE LIMITED

ACN/ARSN 107 233 983

1. Details of substantial holder (1)

Name Morgan Stanley and its subsidiaries listed in Annexure A
ACN/ARSN (if applicable) Not Applicable

The holder ceased to be a substantial holder on April 22, 2022
The previous notice was given to the company on April 25, 2022
The previous notice was dated April 21, 2022
The holder became aware on April 26, 2022

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of Securities affected	Person's votes affected
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	876.16	74 Ordinary Shares	74
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	5,087.96	431 Ordinary Shares	431
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	696.20	59 Ordinary Shares	59
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	2,322.54	198 Ordinary Shares	198
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	673.74	57 Ordinary Shares	57
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	11.82	1 Ordinary Share	1
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	3,096.72	264 Ordinary Shares	264
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	504.39	43 Ordinary Shares	43
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	470.80	40 Ordinary Shares	40
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	211.14	18 Ordinary Shares	18
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,995.05	169 Ordinary Shares	169
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,548.36	132 Ordinary Shares	132
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	199.41	17 Ordinary Shares	17
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	377.92	32 Ordinary Shares	32
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	519.20	44 Ordinary Shares	44
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	363.63	31 Ordinary Shares	31
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	509.12	43 Ordinary Shares	43
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	898.32	76 Ordinary Shares	76
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	2,194.80	186 Ordinary Shares	186
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,088.82	92 Ordinary Shares	92
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	23.56	2 Ordinary Shares	2
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	71.04	6 Ordinary Shares	6
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,713.18	145 Ordinary Shares	145
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	70.86	6 Ordinary Shares	6
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	7,378.17	629 Ordinary Shares	629

04/22/2022	Morgan Stanley Australia Securities Limited	Buy	531.23	45 Ordinary Shares	45
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	729.12	62 Ordinary Shares	62
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	2,032.18	172 Ordinary Shares	172
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	472.40	40 Ordinary Shares	40
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,360.45	115 Ordinary Shares	115
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	728.50	62 Ordinary Shares	62
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,739.75	147 Ordinary Shares	147
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	484.01	41 Ordinary Shares	41
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	4,352.36	369 Ordinary Shares	369
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	6,521.88	556 Ordinary Shares	556
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	556.01	47 Ordinary Shares	47
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	130.02	11 Ordinary Shares	11
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	1,748.62	148 Ordinary Shares	148
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	142.32	12 Ordinary Shares	12
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	23.58	2 Ordinary Shares	2
04/22/2022	Morgan Stanley Australia Securities Limited	Buy	130.13	11 Ordinary Shares	11
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	4,512.34	386 Ordinary Shares	386
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	1,145.57	97 Ordinary Shares	97
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	4,464.18	378 Ordinary Shares	378
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	1,224.08	104 Ordinary Shares	104
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	35.52	3 Ordinary Shares	3
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	199.24	17 Ordinary Shares	17
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	233.20	20 Ordinary Shares	20
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	295.25	25 Ordinary Shares	25
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	792.61	67 Ordinary Shares	67
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	8,568.77	733 Ordinary Shares	733
04/22/2022	Morgan Stanley Australia Securities Limited	Sell	350.70	30 Ordinary Shares	30
04/22/2022	Morgan Stanley & Co. International plc	Collateral Returned	N/A	513,534 Ordinary Shares	513,534

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Not Applicable	Not Applicable


4. Addresses

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

Name	Address
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley & Co. LLC	1585 Broadway, New York, 10036, USA.

Morgan Stanley & Co. International plc	Legal & Compliance Department, 25 Cabot Square, Canary Wharf, London, E14 4QA, UNITED KINGDOM.
Morgan Stanley Investment Management Inc.	522 5th Avenue, 6th Floor, New York, 10036, USA.
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.
Morgan Stanley Wealth Management Australia Pty Ltd	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.
Parametric Portfolio Associates LLC	800 Fifth Avenue, Suite 2800, Seattle, 98104, USA.

Signature

print name	Wilson Li	capacity	Vice President
sign here		date	April 26, 2022

Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units.

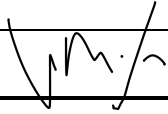
Name
└─ Morgan Stanley
├─ Morgan Stanley International Holdings Inc.
│ └─ Morgan Stanley International Limited
│ │ └─ Morgan Stanley Investments (UK)
│ │ └─ Morgan Stanley & Co. International plc
│ └─ Morgan Stanley (Australia) Securities Holdings Pty Limited
│ └─ Morgan Stanley Australia Securities Limited
├─ Morgan Stanley Capital Management, LLC
├─ Morgan Stanley Domestic Holdings, Inc.
│ └─ Morgan Stanley Wealth Management Australia Pty Ltd
├─ Eaton Vance Acquisitions LLC
│ └─ Parametric Portfolio Associates LLC
├─ Morgan Stanley & Co. LLC
├─ Morgan Stanley Investment Management Inc.

Signature

print name Wilson Li

capacity Vice President

sign here



date April 26, 2022

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure B:

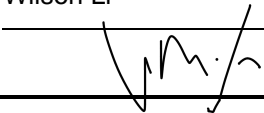
This is Annexure B referred to in the Form 605: Notice of ceasing to be a substantial holder issued by Morgan Stanley and its subsidiaries. The following is description of the securities lending agreements referenced in the accompanying Form 605.

Schedule	
Type of Agreement	International Prime Brokerage Agreement
Parties to agreement	Morgan Stanley & Co. International plc for itself and as agent and trustee for and on behalf of the other Morgan Stanley Companies and EQUITY TRUSTEES LIMITED AS TRUSTEE FOR L1 CAPITAL LONG SHORT FUND
Transfer Date	20220421;
Holder of Voting Rights	Prime broker has the right to vote securities rehypothecated from the Client.
Are there any restrictions on voting rights?	Yes/No
If yes, detail	Not applicable
Scheduled Return Date (if any)	Open
Does the borrower have the right to return early?	Yes/No
If yes, detail	Prime broker may return shares which were rehypothecated from the client at any time.
Does the lender have the right to recall early?	Yes/No
If yes, detail	Prime broker will be required to return to the client shares rehypothecated from the client's account upon a sale of those shares by the client.
Will the securities be returned on settlement?	Yes/No
If yes, detail any exceptions	Upon an Event of Default, the default market value of all Equivalent Securities to be delivered will be determined and on the basis of the amounts so established, an account shall be taken of what is due from each party to the other. The amounts due from one party shall be set off against the amounts due from the other party and only the balance of the account shall be payable.

Schedule	
Type of Agreement	International Prime Brokerage Agreement
Parties to agreement	Morgan Stanley & Co. International plc for itself and as agent and trustee for and on behalf of the other Morgan Stanley Companies and L1 LONG SHORT FUND LIMITED
Transfer Date	20220421;
Holder of Voting Rights	Prime broker has the right to vote securities rehypothecated from the Client.
Are there any restrictions on voting rights?	Yes/No
If yes, detail	Not applicable
Scheduled Return Date (if any)	Open
Does the borrower have the right to return early?	Yes/No
If yes, detail	Prime broker may return shares which were rehypothecated from the client at any time.
Does the lender have the right to recall early?	Yes/No
If yes, detail	Prime broker will be required to return to the client shares rehypothecated from the client's account upon a sale of those shares by the client.
Will the securities be returned on settlement?	Yes/No
If yes, detail any exceptions	Upon an Event of Default, the default market value of all Equivalent Securities to be delivered will be determined and on the basis of the amounts so established, an account shall be taken of what is due from each party to the other. The amounts due from one party shall be set off against the amounts due from the other party and only the balance of the account shall be payable.

The above schedules are based on the relevant standard agreements. The entity filing the report will, if requested by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreement to the company, responsible entity or ASIC.

Signature

print name	Wilson Li	capacity	Vice President
sign here		date	April 26, 2022