

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme McMillan Shakespeare Limited (ASX:MMS)

ACN/ARSN 107 233 983

1. Details of substantial holder (1)

Name WFM Motors Pty Ltd ACN 001 632 837, NGP Investments (No 2) Pty Ltd ACN 001 495 343, NGP Investments (No 1) Pty Ltd ACN 001 495 352, Sital Management Pty Ltd ACN 001 495 361 and N G Politis

ACN (if applicable) Refer above for ACNs

This notice is given by WFM Motors Pty Ltd on behalf of itself, NGP Investments (No 2) Pty Ltd, NGP Investments (No 1) Pty Ltd, Sital Management Pty Ltd, each subsidiary of each of those companies and Nicholas George Politis

The holder became a substantial holder on 13 / 06 / 2023

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)
ORD	3,976,229	3,976,229	5.7094%

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
WFM Motors Pty Ltd; NGP Investments (No 2) Pty Ltd; NGP Investments (No 1) Pty Ltd; Sital Management Pty Ltd; N G Politis	Pursuant to section 608(3) Corporations Act 2001 as a result of holding voting power, in aggregate, above 20% in Eagers Automotive Limited ACN 009 680 013 which owns 100% of AP Group Pty Ltd ACN 010 030 994	ORD 3,976,229

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
WFM Motors Pty Ltd; NGP Investments (No 2) Pty Ltd; NGP Investments (No 1) Pty Ltd; Sital Management Pty Ltd; N G Politis	AP Group Pty Ltd	AP Group Pty Ltd	ORD 3,976,229

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 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	
WFM Motors Pty Ltd; NGP Investments (No 2) Pty Ltd; NGP Investments (No 1) Pty Ltd; Sitil Management Pty Ltd; N G Politis	13/06/23	Not applicable	Not applicable	ORD 3,976,229

6. Associates

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

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

7. Addresses

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

Name	Address
WFM Motors Pty Ltd; NGP Investments (No 2) Pty Ltd; NGP Investments (No 1) Pty Ltd; Sitil Management Pty Ltd; N G Politis	10 Neild Avenue, Darlinghurst, NSW 2010
Eagers Automotive Limited; AP Group Pty Ltd	5 Edmund Street, Newstead, QLD 4006

Signature

print name Daniel Ryan capacity Director

sign here  date 15/ 06 / 23

Directions

- 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.
- See the definition of "associate" in section 9 of the Corporations Act 2001.
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- The voting shares of a company constitute one class unless divided into separate classes.
- 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.
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- Include details of:
 - 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 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