

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme MYOB Group Limited

ACN/ARSN 153 094 958

1. Details of substantial holder (1)

Name MYOB Group Limited

ACN/ARSN (if applicable) See above

The holder became a substantial holder on 01/02/2017

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	Person's votes (5)	Voting power (6)
Ordinary shares	31,474,899	31,474,899	5.19%

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
MYOB Group Limited	Restrictions on the disposal of shares under the voluntary escrow arrangements that were disclosed in the prospectus dated 14 April 2015 lodged by MYOB Group Limited and MYOB Retail Limited give MYOB Group Limited a technical 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act. MYOB Group Limited has no right to acquire these shares or to control the voting rights attaching to these shares. These shares are held by various management shareholders pursuant to Escrow Deeds filed as part of the previous substantial shareholder notice lodged by MYOB Group Limited on 7/05/2015	9,491,985 ordinary shares in MYOB Group Limited
MYOB Group Limited	MYOB's deemed relevant interest under section 608(1)(c) of the Corporations Act because of the issue of Ordinary shares under the MYOB Executive Share Plan to various management shareholders which are subject to restrictions until applicable vesting conditions are satisfied	7,060,400 ordinary shares in MYOB Group Limited
MYOB Group Limited	MYOB's deemed relevant interest under section 608(1)(c) of the Corporations Act because of the conversion of performance shares to Ordinary shares held by various management shareholders pursuant to the terms of the performance shares contained in the Constitution of the Company which remain subject to escrow restrictions until 30 September 2017	14,922,514 ordinary shares in MYOB Group Limited

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
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MYOB Group Limited	Those holders listed in Annexure A	Those holders listed in Annexure A	31,474,899 ordinary shares in MYOB Group Limited
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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:

No consideration was paid by MYOB Group Limited for the relevant interests described in paragraph 3 above. MYOB Group Limited has no right to acquire the shares that are subject to the escrow arrangements.

6. Associates

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

Not applicable

7. Addresses

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

Name	Address
MYOB Group Limited	Level 3, 235 Springvale Road, Glen Waverley, VIC 3150
Registered Holders listed in Annexure A	c/o - Level 3, 235 Springvale Road, Glen Waverley, VIC 3150

Signature

print name Ian Boylan

capacity Company Secretary

sign here



date 28/02/2017

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 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 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 Act 2001.
- (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, 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.

MYOB GROUP LIMITED (ACN 153 094 958)

ANNEXURE A

This Annexure A of 2 pages, referred to in Form 603 - Notice of Substantial Holder

Registered holder of securities
Fergatron Consulting Pty Limited (ACN 128 273 389) in its capacity as trustee of the Ferguson Consulting Family Trust
Adam Ferguson
Adrian Wong and Vanessa Veronica Wong as trustees for The A & V Wong Superannuation Fund
Adrian Wong
Aidan Casey
Alexandre Barreto
Alla Keogh
Allison Watts Pty Ltd ACN 153 420 627 as trustee for the Allison Watts Superannuation Fund ABN 71 488 687 373
Allison Watts
Allison Fairkettle
Andrew Birch and Cheryl Sing in their capacity as trustees of the Birch Sing Superannuation Fund (ABN 85 093 663 531)
BirchSing Pty Ltd (ACN 075 688 934) in its capacity as trustee of the BS3 Trust
Andrew Birch
Andrew Pritchard
Ann Thomas
Giovanna Maria Ostacchini
Antonio Gargiulo
Ben Ross as trustee for the Ross Family Trust
Ben Ross
Caroline Ruddick
Catherine Elizabeth Davis
Christopher Clifford Britton and Kati Anne Britton in their capacity as trustees for C + K Britton Family Trust
Christopher Clifford Britton
Dale Dixon
Kerri-Anne McShanag and Daniel Kevin McShanag as Trustees of the McShanag Family Trust
Daniel Kevin McShanag
Kerryn Maree Owen
David Owen
Estela Rodriguez
Biggles Enterprises Pty Ltd as trustee for the Katzeff Family Trust
Gary Katzeff
Gavin Wildes
GJED Pty Ltd (ACN 125 789 111) in its capacity as trustee of the Dent & Edmeads Superannuation Fund
JGDE Pty Limited (ACN 136 366 393) in its capacity as trustee of the Dent & Edmeads Family Trust
Grant Lingwood-Smith
Harold Peacock and Jacqueline Hannorah Peacock as trustees for the Southern Cross Superannuation Fund
Harold Peacock
Ian Boylan
Jacqueline Lim
James Scollay and Tony Thomas as trustees for the James Scollay Family Trust
James Scollay
JPR Enterprises (AUST) Pty Ltd (ACN 153 384 984) as trustee for JPR Enterprise Trust
Joanne Adamopoulos
Joel Smith
John Moss

Shower Innovations Pty Limited (ACN 093 605 228) in its capacity as trustee of the Finnin Superannuation Fund
John Trevor Finnin
John Sullivan
Garry John Dowd and Julie Anne Dowd in their capacity as trustees of the Gaju Superannuation Fund
Julie Anne Dowd
JTB Enterprises Limited (CN 1269914)
Jemate Pty Limited (ACN 114 290 845) in its capacity as trustee of the JST Superannuation Fund
Julie Stella Tassone
Rebecca Benson
Justin Benson
Kate Dixon
Kevin Rawlings
Kristy Sheppard
Mirja Mielke
Marco Vetter
Jean Mulligan
Matt Mulligan
Michael and Anastasia Somogyi as Trustees of the Somogyi Family Trust
Michael Somogyi
Barbara Petrowski
Michael Petrowski
Janet Leonie Macbeth Burkett-Muller
Nicholas Burkett
Elena Greenwell
Paul Greenwell
Rachel Lehmann as trustee for the Lehmann Family Trust
Rachel Lehmann
Rebecca Roberts
Richard Gillen Moore and Elaine Jean Moore as trustees for the Moore Family Trust
Richard Gillen Moore
Richard Sheldon
Robert Hensley Cameron and Jacqueline Meg Hooper ATF The Douglas Street Trust
Robert Hensley Cameron
Sally Garton
Scott Gardiner
Simon Raik-Allen
Stanley Johnson
Timothy Reed
Tony Sutton
Trevor Fairweather in his capacity as trustee of the Fairweather Superannuation Trust
Trevor Leybourne
Jane Betschel
Natalie Feehan
Nicole Simona
Christina Nallaiah
Ingrid Cronin-Knight
Tracey Foster
Simon Dennis
Simon Bristow
Sohail Siddiqui
Craig McGuff
Paul Munro

Tanya Windscheffel
David Weickhardt
Phil Walters
Matt Sealy
Caroline Wright
Jay Nawaz
Fang Fang
Simon Warner
Tim Bennet-Williams
Glyn Higginson
Carolyn Luey
Jo Tozer
David Reece