



MYOB Group Limited
ACN 153 094 958

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of shareholders of MYOB Group Limited (the **Company** or **MYOB**) will be held at:

45 Clarence Street, Sydney NSW 2000

on

Thursday, 27 April 2017
at 10:00am (AEST)

BUSINESS OF THE AGM

Item 1 – Consideration of MYOB Financial Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2016.

Item 2 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report, which forms part of the Directors' Report for the year ended 31 December 2016, be adopted."

Note: As per the Corporations Act 2001 (Cth) section 250R, the vote on this resolution will be advisory only and will not bind the Company or Board.

Voting exclusions

A vote on this Item 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) any member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

However, a person (the voter) described above, may cast a vote on this Item 2 as a proxy if the vote is not cast on behalf of a person described above and the voter is either:

- c) appointed as a proxy in writing that specifies the way the proxy is to vote on this Item 2; or
- d) the Chairman of the AGM and the appointment of the Chairman as proxy:
 - 1) does not specify the way the proxy is to vote on this Item 2; and
 - 2) expressly authorises the Chairman to exercise the proxy even though that resolution is connected directly or indirectly with remuneration of a member of the Company's KMP.

Item 3 – Election of Edward Han

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Edward Han, being eligible and offering himself for election as a Non-Executive Director, be elected as a Director of the Company."

A summary of Mr Han's background and experience is set out in the Explanatory Memorandum.

Item 4 – Re-election of Fiona Pak-Poy

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Fiona Pak-Poy, a Non-Executive Director of the Company, and being eligible and offering herself for election, be re-elected as a Director of the Company."

A summary of Ms Pak-Poy's background and experience is set out in the Explanatory Memorandum.

Item 5 – Re-election of Anne Ward

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Anne Ward, a Non-Executive Director of the Company, and being eligible and offering herself for election, be re-elected as a Director of the Company."

A summary of Ms Ward's background and experience is set out in the Explanatory Memorandum.

Item 6 – Re-election of Craig Boyce

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Craig Boyce, a Non-Executive Director of the Company, and being eligible and offering himself for election, be re-elected as a Director of the Company."

A summary of Mr Boyce's background and experience is set out in the Explanatory Memorandum.

Item 7 - Approval of issue of shares and associated loan to Tim Reed under the Executive Share Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- a) the issue and allotment to Tim Reed of ordinary shares under the Executive Share Plan as described in the Explanatory Memorandum; and*
- b) the provision of a loan to Tim Reed to assist him in acquiring the shares issued under the Executive Share Plan, as described in the Explanatory Memorandum."*

Voting exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Item 7 by any Director of the Company who is eligible to participate in the MYOB Group Limited Executive Share Plan and any associates of such Directors. However, the Company need not disregard a vote if it is cast by:

- a) a person as a proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with the Corporations Act 2001 (Cth), the Company's key management personnel (**KMP**) and their closely related parties are not permitted to cast a vote on Item 7 as a proxy for

another person who is permitted to vote, unless the appointment of proxy either:

- c) specifies the way the proxy is to vote on Item 7; or
- d) expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

BY ORDER OF THE BOARD

Ian Boylan
Company Secretary
21 March 2017

IMPORTANT INFORMATION

Annual Report

The MYOB Annual Report is accessible via the website <http://investors.myob.com.au/Investors/>.

Eligibility to Attend and Vote

For the purpose of attending or voting at the AGM, ordinary shares will be taken to be held by the persons who are registered holders at 7.00pm (AEST time) on Tuesday 25 April 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

A performance share does not entitle the holder to vote on any resolutions proposed at the AGM, subject to any voting rights under the Corporations Act 2001 (Cth) or the ASX Listing Rules where such rights cannot be excluded. However, a holder of a performance share has the right to attend the AGM.

Voting by Proxy

In accordance with section 249L of the Corporations Act 2001 (Cth), an ordinary shareholder may attend the AGM and vote in person or may appoint a proxy to attend and vote on the shareholder's behalf.

A member who is entitled to attend but prefers to use a proxy vote may appoint no more than two proxies. If two proxies are appointed the proportion of votes each proxy is entitled to exercise must be specified. If no proportion or vote number is specified, each proxy may exercise half the number of votes.

A proxy does not need to be a shareholder of the Company. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. The representative must bring to the AGM a properly executed letter or other document confirming that they are authorised to act as the body corporate representative.

Subject to any voting restrictions described in this Notice of Meeting, if an ordinary shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the shareholder appoints the Chairman of the AGM as proxy but does not direct the Chairman on how to vote on an item, the Chairman will vote in accordance with his voting intention as stated, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy voting by the Chairman

The Chairman intends to vote undirected proxies in favour of all proposed resolutions. In the event that there is a change to the Chairman's intention to vote, it will be announced on the MYOB website before the AGM. The Chairman's decision on how to vote on all occasions is conclusive.

Where the Chairman is appointed as a shareholder's proxy on Item 2 or 7 and the shareholder has:

- marked the Chairman's box on the proxy form; and
- has not specified the way in which the Chairman is to vote on that item,

the shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for that item of business.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). The Certificate must be lodged with the Company's Share Registry before the AGM using the lodgement details set out below or at the registrations desk on the day of the AGM. The Company will retain the certificate.

Proxy Forms

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed, or a certified copy of the power or other authority) must be completed and received by the Company's Share Registry no later than 10:00am (AEST) on Tuesday, 25 April 2017.

Proxies (and, if applicable, authorities) may be lodged:

Online at www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).

By mail

MYOB Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand (business hours only 9.00 am to 5.00 pm Monday to Friday)

MYOB Group Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

or

MYOB Group Limited
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney 2000

By facsimile

+61 2 9287 0309

Any proxy form received after 10:00am (AEST) on Tuesday, 25 April 2017 will not be valid for the scheduled AGM.

EXPLANATORY MEMORANDUM

Item 1 – Consideration of MYOB Financial Reports

The Financial Report, Directors' Report and Auditor's Report (the **Reports**) for the year ended 31 December 2016 will be laid before the AGM. There is no requirement for a formal resolution on this item. However, the Chairman will allow reasonable opportunity for shareholders to ask questions and make comments on the operations and management with regard to the Reports. Shareholders will also be given a reasonable amount of time to ask the appointed Auditor representative questions about the content and conduct of the audit.

Item 2 – Remuneration Report

The Remuneration Report for the year ended 31 December 2016 outlines the remuneration arrangements of MYOB in accordance with the requirements of the Corporations Act 2001 (Cth) and its regulations. The information has been audited as required by section 308 of the Corporations Act 2001 (Cth).

The Remuneration Report addresses the following issues:

- a) Remuneration governance
- b) Principles used to determine the nature and amount of remuneration
- c) Executive remuneration
- d) Non-Executive Director remuneration
- e) Details of remuneration for key management personnel (**KMP**)
- f) Other transactions with KMP
- g) KMP ownership of shares
- h) Group performance

Following consideration of the Remuneration Report, the Chairman will give shareholders reasonable opportunity to ask questions or to comment on the report before the resolution that the Report be adopted be put to the vote. The resolution of this item is advisory only and not binding on the Company or Board.

Director's recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described above in the voting exclusions, that each Director (or any closely related party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Item 2 to adopt the Remuneration Report.

Item 3 – Election of Edward Han

In accordance with the Company's Constitution and the ASX Listing Rules, the Company may, at a meeting of shareholders at which a Director retires or otherwise vacates office, by ordinary resolution fill the vacated office by electing a person to that office.

Paul Edgerley (a Non-Executive Director) will resign from the Board with effect from the close of the AGM. Edward Han has offered himself for election as a Non-Executive Director to fill the office vacated by Mr Edgerley. If elected, Mr Han will replace Mr Edgerley as a nominee director of Bain Capital pursuant to the Relationship Deed between the Company and Bain Capital. For further information regarding the terms of the Relationship Deed, please refer to section 10.7.2 of the Company's IPO prospectus.

Ed Han is a Managing Director of Bain Capital based in Sydney. On behalf of Bain Capital, Mr Han is

currently on the boards of Only About Children, Camp Australia, Carver Korea, and Ideal Standard.

Since joining Bain Capital in 1998, Mr Han has been involved in a number of key investments by funds advised by Bain Capital including Camp Australia, Only About Children, Carver Korea, Blue Coat, Ibstock, EWOS, Ideal Standard, The Weather Company, Clear Channel, SunGard, Warner Music, ProSiebenSAT.1, Houghton Mifflin, and Vertex Pacific. Prior to joining Bain Capital, Mr Han was a consultant at McKinsey & Company.

Mr Han holds an MBA from Harvard Business School, where he was a Baker Scholar, and a BA summa cum laude in Computer Science from Harvard College.

Directors' recommendation

Each of the Directors recommend that shareholders vote in favour of this Item.

Item 4 – Re-election of Fiona Pak-Poy

In accordance with the Company's Constitution and the ASX Listing Rules, a person appointed as a Director by the Board must retire at the next annual general meeting occurring after that appointment. Such a person is eligible for re-election at that meeting.

Fiona Pak-Poy was appointed as a Director by the Board, effective 1 January 2017. Consequently, Ms Pak-Poy will retire at the AGM and has offered herself for re-election as a Non-Executive Director.

Fiona Pak-Poy has been an executive, advisor and venture capital investor in companies from high tech start-ups to ASX 50 and Fortune 500 companies in a wide array of industries including financial services, healthcare, telecom and manufacturing. Ms Pak-Poy is a Non-Executive Director of several other leading companies, all with a focus on technology and innovation including media analytics company Isentia (ASX:ISD), SIRCA (Securities Institute Research Centre of Asia Pacific) and the Sydney School of Entrepreneurship. She is also a committee member of the Federal Government's 'Biomedical Translation Fund'. Ms Pak-Poy has an Honours Degree in Engineering from the University of Adelaide and a Masters Degree in Business Administration from Harvard Business School.

Directors' recommendation

Each of the Directors (other than Ms Pak-Poy, who abstains from making a recommendation) recommend that shareholders vote in favour of this Item.

Item 5 – Re-election of Anne Ward

In accordance with the Company's Constitution and the ASX Listing Rules, a Non-Executive Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment. Pursuant to these requirements, Anne Ward will retire from office at the AGM and has offered herself for re-election.

Anne Ward was appointed as a Non-Executive Director of MYOB in 2015 and also serves as Chairman of the Remuneration and Nomination Committee. Anne is currently a Non-Executive Director and Chairman of Colonial First State Investments Ltd, a Non-Executive Director and Chairman of Avanteos Investments and a Non-Executive Director and Chairman of Qantas Superannuation Plan. Ms Ward is also a Non-Executive Director and Chairman of Colonial Mutual Superannuation Pty Ltd, Chairman of Zoological Parks and Gardens Board of Victoria, RMIT University Council Member and other private companies. Ms Ward previously served as a Non-Executive Director of Flexigroup Ltd between January 2013 and August 2015, General Counsel (Australia and Asia) for National Australia Bank, and was a partner at Minter Ellison Lawyers and Herbert Geer. Ms Ward's achievements were recognised in 2013 when she was named as one of Australia's 100 Women of Influence by Westpac and the Australian Financial Review. Ms Ward holds a Bachelor of Laws and a Bachelor of Arts from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

Directors' recommendation

Each of the Directors (other than Ms Ward, who abstains from making a recommendation) recommend that shareholders vote in favour of this Item.

Item 6 – Re-election of Craig Boyce

In accordance with the Company's Constitution and the ASX Listing Rules, a Non-Executive Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment. Pursuant to these requirements, Craig Boyce will retire from office at the AGM and has offered himself for re-election. Mr Boyce is a nominee director of Bain Capital pursuant to the Relationship Deed between the Company and Bain Capital. For further information regarding the terms of the Relationship Deed, please refer to section 10.7.2 of the Company's IPO prospectus.

Craig Boyce is a retired Bain Capital Managing Director and a Non-Executive Director of MYOB since 2011. Mr Boyce previously served as a Non-Executive Director at Retail Zoo, the parent company of Boost Juice Bars, as well as at FLEETCOR, a leading global provider of fleetcards and specialty payments to businesses. Throughout his 18 year tenure at Bain Capital, Mr Boyce was involved in key investments, including IP-based video surveillance provider Uniview, after-school English language program provider RISE, educational publisher Houghton Mifflin, online business directory SuperPages Canada and infrastructure provider for China's financial services market ChinaPnR. Prior to joining Bain Capital, Mr Boyce spent two years at Bain & Company. Mr Boyce holds an MBA from Harvard Business School, a Master of Science in Chemical Engineering from Massachusetts Institute of Technology and a Bachelor of Science in Engineering magna cum laude from Princeton University.

Directors' recommendation

Each of the Directors (other than Mr Boyce, who abstains from making a recommendation) recommend that shareholders vote in favour of this Item.

Item 7 – Approval of issue of shares and associated Loan to Tim Reed under the Executive Share Plan

Pursuant to Item 7, the Company is seeking approval under ASX Listing Rule 10.14 for the proposed issue of ordinary shares to Tim Reed under the Executive Share Plan and for the proposed loan to Mr Reed to assist him to acquire such shares under the Executive Share Plan, on the terms set out below.

Overview of the proposed issue and loan	
Maximum number of shares	In accordance with the terms of the Executive Share Plan approved by shareholders at the 2016 AGM, the Board has determined that Mr Reed will receive a 2017 award under the Executive Share Plan of an amount equal to 75% of his fixed annual remuneration of \$918,000, being \$ 688,500. The number of shares that Mr Reed receives will be determined by dividing the dollar amount of his 2017 award by an estimated fair value of each share as determined by an independent external consultant. The estimated fair value will be determined in accordance with the AASB2 Share-based Payment accounting standard. There will be a separate fair value determined for each tranche. The tranches subject to the EPS hurdle will be fair valued using a Black-Scholes Option Pricing Model. As the Black-Scholes Option Pricing Model does not account for the probability of meeting the EPS performance hurdle, a discount will be determined to reflect the probability of meeting the EPS hurdle. For the tranches subject to the TSR performance hurdle, the fair value will be calculated using a Monte Carlo simulation model, such that the fair value will incorporate the probability of meeting the TSR hurdle.
Issue Price	

	<p>The key inputs to the valuation model are the share price at grant date, the expected volatility in the share price, the dividend yield expected on the shares, the risk free interest rate and the life of the loan. In addition to these inputs will be an assessment of the probability of achieving the EPS and TSR performance hurdles.</p> <p>The actual fair value calculation will be determined at the time the award is due to be granted. The formula to calculate the number of shares under the executive share plan will be \$688,500 / fair value of the award.</p> <p>As the actual number of shares cannot be determined until the fair value calculation has been done, the precise number of shares to be issued under the executive share plan cannot yet be determined. However, the number of shares that could be issued under this award will not exceed the maximum number of 2,993,478 shares.</p>																				
Rights attaching to the shares	Subject to the terms of the Executive Share Plan, the shares will carry the same rights as other ordinary shares in the Company.																				
Date of issue	If shareholder approval is obtained, the shares will be allotted to Mr Tim Reed in December 2017 or January 2018, and in any event, no later than 12 months after the AGM.																				
Vesting Conditions	<p>Mr Reed must remain an employee of the Company (or any of its subsidiaries) for the duration of the performance period in order for the shares to be eligible to vest. However, the Board has a discretion under the Executive Share Plan to determine that a share will vest notwithstanding a cessation of employment.</p> <p>The shares will be split into four tranches, each having a vesting condition over a performance period of 2 financial years or 3 financial years commencing on 1 January 2018 as follows:</p> <table border="1"> <thead> <tr> <th>Tranche</th> <th>Performance condition</th> <th>% of Total</th> <th>Performance Period</th> </tr> </thead> <tbody> <tr> <td>1A</td> <td>Absolute Total Shareholder Return growth (TSR)</td> <td>16.7%</td> <td>2 years</td> </tr> <tr> <td>1B</td> <td>Earnings Per Share (EPS) growth</td> <td>16.7%</td> <td>2 years</td> </tr> <tr> <td>2A</td> <td>Absolute TSR growth</td> <td>33.3%</td> <td>3 years</td> </tr> <tr> <td>2B</td> <td>EPS growth</td> <td>33.3%</td> <td>3 years</td> </tr> </tbody> </table>	Tranche	Performance condition	% of Total	Performance Period	1A	Absolute Total Shareholder Return growth (TSR)	16.7%	2 years	1B	Earnings Per Share (EPS) growth	16.7%	2 years	2A	Absolute TSR growth	33.3%	3 years	2B	EPS growth	33.3%	3 years
Tranche	Performance condition	% of Total	Performance Period																		
1A	Absolute Total Shareholder Return growth (TSR)	16.7%	2 years																		
1B	Earnings Per Share (EPS) growth	16.7%	2 years																		
2A	Absolute TSR growth	33.3%	3 years																		
2B	EPS growth	33.3%	3 years																		
Vesting measures and vesting	<p>Tranche 1A and 2A - Absolute TSR Growth</p> <p>Broadly, TSR is the Board's measure of the full return a shareholder would obtain from holding one share over the performance period, taking into account the changes in the share's market value, any dividends and any capital adjustments.</p> <p>For the purposes of this calculation the opening value and closing value of a share will be based on the 10 trading day VWAP up to and including the first day of the performance period and the closing value of a share will be based on the 10 trading day VWAP up to and including the last day of the performance period.</p> <p>Vesting will be based on performance against a Threshold Measure, a Target Measure and a Stretch Measure as follows:</p>																				

	Average Annual TSR over the Performance Period	
	Tranche 1A	Tranche 2A
Threshold Measure	11%	11%
Target Measure	15%	15%
Stretch Measure	17%	17%

Tranche 1A and 2A will vest in accordance with the following schedule:

MYOB TSR growth	% of Shares in Tranche that vest
Less than Threshold	Nil
Threshold	25%
Between Threshold and Target	25%-75%, on a straight line sliding scale
Between Target and Stretch	75-100%, on a straight line sliding scale
Stretch and above	100%

Tranche 1B and 2B - EPS growth

EPS growth is the CAGR in the Company's basic earnings per share (**EPS**) (expressed as a percentage) over the performance period using the 2017 financial year as the base year. The 2017 financial year EPS will be calculated as follows:

Company's net profit after tax will be statutory NPATA as published in the Company's Annual Report, divided by

Weighted average shares on issue throughout the calendar year 2017,

Resulting in an EPS

Vesting will be based on performance against a Threshold Measure, a Target Measure and a Stretch Measure as follows:

	Compound Annual Growth Rate (CAGR)	
	Tranche 1B	Tranche 2B
Threshold Measure	8%	8%
Target Measure	12%	12%
Stretch Measure	14%	14%

Tranche 1B and 2B will vest in accordance with the following schedule:

	MYOB EPS growth	% of Shares in Tranche that vest
	Less than Threshold	Nil
	Threshold	25%
	Between Threshold and Target	25-75%, on a straight line sliding scale
	Target	75%
	Between Target and Stretch	75-100%, on a straight line sliding scale
	Stretch and above	100%
Performance testing	<p>Testing of the vesting conditions will occur once the results for the relevant financial year in the last year of the performance period have been approved by the Board.</p> <p>There is no retesting of the vesting conditions.</p>	
Loan terms	<p>The Company or a subsidiary of the Company will provide an interest free limited recourse loan to Mr Tim Reed equal to the full value of the shares to be acquired in accordance with the terms of the Executive Share Plan. The Loan is repayable on the earlier of 10 years after being made and the occurrence of one of the circumstances set out in summary of the Executive Share Plan in Annexure A.</p> <p>Mr Tim Reed is not required to provide a mortgage, charge or other security interest over the shares to secure the loan.</p> <p>Further details of the terms of the Loan to be provided to Mr Tim Reed under the Executive Share Plan are set out in summary of the Executive Share Plan in Annexure A.</p>	
Dividends	<p>While a loan remains outstanding any dividends received on the shares will be automatically applied, on an after-tax basis, towards the repayment of the loan.</p>	
Trading restrictions	<p>Mr Tim Reed must not transfer, encumber, hedge or otherwise deal with shares acquired under the Executive Share Plan until the Loan in respect of those shares has been paid in full or arrangements satisfactory to the Board are made for repayment of the loan in full from the proceeds of sale of the shares. In addition, Mr Tim Reed must not deal with the shares prior to 1 January 2021.</p>	
Cessation of employment	<p>Details of the consequences for the shares and Loan under the Executive Share Plan on a cessation of employment of Mr Tim Reed are set out in summary of the Executive Share Plan in Annexure A.</p>	
Control Event	<p>The Board has absolute discretion to determine that some or all of the unvested shares will vest if there is a takeover or scheme of arrangement of the Company or a proposed winding up of the Company (Control Event). In exercising this discretion, the Board may have regard to any matter the Board considers relevant, including the extent to which the vesting conditions have been satisfied (or estimated to have been satisfied) at the time the Control Event occurs or the proportion of the period during which the vesting conditions are tested has passed at the time the Control Event occurs.</p>	

Forfeiture Conditions	<p>The circumstances in which the shares issued to Mr Tim Reed may be forfeited under the Executive Share Plan are set out in summary of the Loan Share Plan in Annexure A.</p> <p>Specifically, if the performance based vesting conditions are not met then the shares will be forfeited, with the forfeited shares treated as full consideration for the repayment of the plan. In this case, Mr Tim Reed would forfeit any value attached to the shares.</p>
Buy back	<p>The circumstances in which and the terms on which the shares issued to Mr Tim Reed may be bought back under Loan Share Plan are set out in summary of the Loan Share Plan in Annexure A.</p>
Additional information for ASX Listing Rules	<p>Mr Tim Reed is the only Director currently entitled to participate in the Executive Share Plan.</p> <p>The Company last obtained shareholder approval under ASX Listing Rule 10.14 at the 2016 AGM (being the approval of Mr Reed's 2016 award under the Executive Share Plan). Pursuant to that approval, Mr Reed received 1,417,282 ordinary shares on 1 February 2017 at an acquisition price of \$3.4587 per share. No other persons listed in ASX Listing Rule 10.14 have received securities under the Executive Share Plan.</p> <p>ASX Listing Rule 7.1 provides that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.</p> <p>However, if approval is given under ASX Listing Rule 10.14 pursuant to Item 7, approval will not be required under ASX Listing Rule 7.1. This means that shares issued pursuant to this approval will not use up any part of the 15% capacity available under ASX Listing Rule 7.1.</p>

Regulatory Requirements - ASX Listing Rules

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, which includes a Director of the Company.

ASX Listing Rule 10.15B states that ASX Listing Rule 10.14 does not apply to securities purchased on-market by or on behalf of Directors under an employee incentive scheme where the terms of the scheme permit such purchases.

The Executive Share Plan provides that shares acquired under the plan may be satisfied by the issue of new shares or the acquisition of shares (whether on-market or off-market). Item 7 is being put to shareholders to preserve the flexibility for the Company to satisfy the acquisition of shares by Mr Tim Reed by the issue of new shares.

Directors' recommendation

Mr Reed makes no recommendation on how to vote on Item 7 in light of his direct interest in Item 7. Each of the other Directors recommend that shareholders vote in favour of Item 7. The Chairman of the AGM intends to vote available proxies in favour of Item 7.

Annexure A
MYOB Group Limited ACN 153 094 958

EXECUTIVE SHARE PLAN
SUMMARY OF TERMS AND CONDITIONS OF THE PLAN

1. The Executive Share Plan (**Plan**) is extended to employees of MYOB Group Limited (the **Company**) and its subsidiaries (including a Director employed in an executive capacity) as the Board may in its discretion determine (each a **Participant**).
2. The Board will determine from time to time at its discretion:
 - a) the purchase price to acquire the ordinary shares, which must not be less than the market value determined under Australian tax legislation (**Purchase Price**);
 - b) whether the shares will be subject to conditions and the terms thereof, including vesting conditions (paragraph 6 below), Dealing Restrictions (paragraph 7 below) and circumstances in which the shares can be forfeited (paragraph 8 below); and
 - c) any other terms or conditions to be attaching to the shares or the invitation to participate in the Plan as the Board considers appropriate.
3. At the discretion of the Board, the Company may, when making an invitation, offer the Participant a limited recourse loan for the purpose of acquiring shares (**Loan**) on terms and conditions in accordance with the Plan.

At the discretion of the Board, the amount of the Loan may form the whole or part of the Purchase Price for the shares the subject of an invitation.

Unless otherwise determined by the Board, the Loan will not bear interest. Unless otherwise specified in an invitation, the Loan is to be repaid on the first to occur of the following:

- a) the date specified in the invitation;
- b) if determined by the Board, any date after the date on which the Participant has been notified by the Company that some or all of the shares have vested under the Plan;
- c) if the Participant sells some or all vested shares to which the Loan relates, the date on which the Participant is entitled to receive the proceeds of the sale of those shares;
- d) if determined by the Board to be repayable as a result of a Control Event occurring in respect of the Company or the Participant transferring to work for the Company or any of its subsidiaries outside Australia; or
- e) any material breach by the Participant where the breach is not remedied within 30 days of the Company's notice to the Participant to do so.

Until the Loan is repaid in full, the Company has a lien over all the shares held by the Participant to which the Loan relates, all dividends and other amounts paid or payable on those shares, and all securities issued in respect of those shares as part of a bonus or entitlement issue. The Board may also determine that a Participant give a mortgage, charge or other security interest over the shares as security for the Loan.

4. Unless the Board determines otherwise, a Participant may not repay the Loan prior to the balance becoming repayable.
5. The Company will apply the after-tax amount of dividends and other distributions paid in cash in respect of the shares towards repayment of the Loan.
6. At the discretion of the Board, the Company may, when making an invitation, determine that the shares offered will be subject to vesting conditions.

The nature and terms of the vesting conditions shall be at the discretion of the Board and may include conditions relating to continuing employment, performance of the Participant or the Company or the occurrence of specific events.

7. At the discretion of the Board, the Company may, when making an invitation, determine that the shares offered will be subject to restrictions on transfer, encumbrances or other dealings (**Dealing**). A Participant must not Deal with shares acquired under the Plan until the Loan in respect of those shares has been paid in full and any further period of Dealing restriction imposed by the Board under the terms of an Invitation has ended.
8. At the discretion of the Board, the Company may, when making an invitation, determine that shares offered may be forfeited in specified circumstances.

Under the Plan, shares may be forfeited if the vesting conditions are not satisfied. Subject to law, the Board is also able to take action to prevent a Participant obtaining unfair benefits where shares vest as a result of fraud, dishonesty or breach of obligations of any person, a material misstatement of the financial statements of the Company or its subsidiaries, or any other act or omission.


9. If a Participant ceases employment with the MYOB Group, the Participant's unvested shares are forfeited (unless the Board determines otherwise) and the Board may determine to forfeit vested shares of the Participant. The Board may provide for a different treatment of shares on cessation of employment in an invitation.
10. Loans granted under the Plan will be on a limited recourse basis. If the Participant does not repay the outstanding balance of the Loan when due, the Company may sell the shares on behalf of the Participant. If the amount received on the sale of the shares is less than the outstanding balance of the Loan, the net proceeds of sale will be accepted in full satisfaction of the Loan, and the Participant will have no further liability under the Loan. If a Participant forfeits his or her interest in shares to the Company, the Participant's liability to repay the Loan will be satisfied
11. Subject to the requirements of the Corporations Act 2001 (Cth) and the Company's Constitution, the Company in its discretion may buy back shares held by a Participant if the shares are forfeited in accordance with the Plan, the Participant fails to repay the Loan when due, the Participant ceases to be employed by the Company or any of its subsidiaries (where the shares have not been forfeited) or the Participant requests that the Company buy-back those shares. Any forfeited shares or shares the subject of a Loan non-repayment which are bought back will be bought back at a price equal to Purchase Price less any repayments of the Loan. Any other shares which are bought back will be bought back at a price equal to the weighted average price of shares traded on the ASX on the 5 trading days up to and including the day of the buy-back.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
MYOB Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1800 992 613 (free call within Australia)



X99999999999

PROXY FORM

I/We being a member(s) of MYOB Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 27 April 2017 at 45 Clarence Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.


Important for Items 2 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 & 7, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Items	For			Against			Abstain*		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Edward Han	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Fiona Pak-Poy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Anne Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Craig Boyce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of issue of shares and associated loan to Tim Reed under the Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Tuesday, 25 April 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) or Employee ID as shown on the Proxy Form.



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

MYOB Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**