



ASX Announcement

2 May 2018

## Results of Annual General Meeting – MYOB Group Limited

MYOB Group Limited (ASX: MYO) (**MYOB**) is pleased to provide an update on its Annual General Meeting, held this morning.

The following business included in the Notice of Meeting was considered, with all resolutions carried by the requisite majority, having been decided by poll:

### Consideration of MYOB Annual Reports

The Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2017 were received and considered.

### Adoption of the Remuneration Report

The Remuneration Report for MYOB for the year ended 31 December 2017 was adopted.

### Re-election of Andrew Stevens

Mr Stevens was re-elected as a Director of MYOB.

### Approval of the issue of shares to Tim Reed under the Unified Incentive Plan

Approval was given for the issue and allotment to Tim Reed of ordinary shares under the Unified Incentive Plan as described in the Explanatory Memorandum

In accordance with section 251AA(2) of the Corporations Act 2001 (Cth), attached to this notice is a breakdown of the total number of votes cast on the poll in relation to each resolution.

### MYOB Chairman, Justin Milne said:

*"We are pleased with today's positive outcome, with all resolutions passed by our shareholders at the Annual General Meeting.*

*We do however acknowledge the concerns that we have received from some of our shareholders on the design and structure of the newly formed Unified Incentive Plan which pertains to the 2018 year. As noted in the Remuneration Report, the Remuneration and Nomination Committee undertook a detailed review of MYOB's remuneration strategy in 2017. The objective was to ensure that MYOB's remuneration structure is best aligned to the Company's strategy and the creation of value for our shareholders*



*The Board and management team are committed to listening to our shareholders and, with this in mind, we will seek to engage further with our shareholder base in the coming months and work towards an optimal outcome for all stakeholders.”*

A handwritten signature in black ink, appearing to read "Ian Boylan".

Ian Boylan  
Company Secretary  
MYOB Group Limited

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**About MYOB**

MYOB Group Ltd (ASX: MYO) is a leading provider of online business management solutions. It makes business life easier for approximately 1.2 million businesses and accountants across Australia and New Zealand by simplifying accounting, payroll, tax, practice management, CRM, job costing, inventory and more. MYOB operates across three core segments – Clients and Partners (business solutions to SMEs and Advisers); Enterprise Solutions (larger businesses) and Payment Solutions. It provides ongoing support through client service channels including a network of over 40,000 accountants, bookkeepers and other consultants. It is committed to ongoing innovation, particularly through its Connected Practice Strategy and through the development of the MYOB Platform. For more information, visit <http://investors.myob.com.au/Investors> or follow @MYOB on Twitter.



ANNUAL GENERAL MEETING  
Wednesday, 2 May, 2018

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
2 ADOPTION OF THE REMUNERATION REPORT	353,335,183	114,537,034	134,425	2,342,810	354,900,078 75.60%	114,563,558 24.40%	2,342,810
3 RE-ELECTION OF ANDREW STEVENS	487,945,459	356,865	148,960	117,265	489,710,568 99.93%	356,865 0.07%	117,265
4 APPROVAL OF THE ISSUE OF SHARES TO TIM REED UNDER THE UNIFIED INCENTIVE PLAN	301,334,832	174,954,398	134,125	32,398	303,058,582 63.40%	174,980,922 36.60%	32,398

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item