

## MYOB shareholders vote in favour of scheme of arrangement

MYOB Group Limited (**MYOB** or **Company**) is pleased to announce that at a meeting held in Sydney earlier today, the scheme of arrangement (**Scheme**) pursuant to which MYOB will be acquired by an affiliate of Kohlberg Kravis Roberts & Co. L.P. was approved by the requisite majorities of MYOB shareholders.

### Voting Results

In accordance with ASX Listing Rule 3.13.2, the resolution to approve the Scheme, as set out in the Notice of Meeting attached to the Scheme Booklet dated 13 March 2019, was passed by the requisite majorities of MYOB shareholders pursuant to orders made by the Federal Court of Australia (**Court**) on 13 March 2019.

73.89% of holders who voted, representing 82.59% of votes cast, were in favour of the resolution. Votes relating to MYOB shareholders who abstained from voting are not counted in determining whether the requisite majorities of votes were cast for or against the Scheme Resolution.

The final results of the poll were as follows:

	Votes For	Votes Against	Total	Abstain
<b>Votes</b>	303,909,800	64,066,639	365,441,217	207,709
<b>% of Votes (excluding abstentions)</b>	82.59%	17.41%	100%	N/A
<b>Holders</b>	450	159	609	7
<b>% of Holders (excluding abstentions)</b>	73.89%	26.11%	100%	N/A

Further details of voting can be found at the end of this announcement.

The Scheme remains subject to Court approval at a hearing which has been set for Wednesday, 24 April 2019.

### Scheme Consideration

If the Scheme is approved by the Court, MYOB shareholders will be entitled to receive \$3.40 cash for each MYOB share held on the Scheme Record Date, in accordance with the Scheme.

### Quote from MYOB Chairman, Justin Milne

"The Board today welcomes the decision by MYOB shareholders to support the Board's recommendation that the Scheme of Arrangement should proceed. While there are still several steps to take before the Scheme is complete, today's outcome demonstrates that shareholders agree with the Board that the Scheme is in their best interests.

MYOB is a great Australian company and the Board has every confidence that it will continue to thrive under the care of its new owners."

## Key Dates

### Event

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Second court date for approval of the Scheme	1:45pm (AEST) on 24 April 2019
Effective Date of the Scheme	24 April 2019
Scheme Record Date	7:00pm (AEST) on 2 May 2019
Implementation Date	8 May 2019

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The above dates are indicative only and remain subject to approval from the Court. Any changes will be announced to the ASX.

### Investor and Analyst Enquiries

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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. MYOB has been awarded the Top 8<sup>th</sup> innovative company in Australia and New Zealand by the [Australian Financial Review's 2018 Top 100 Innovative Companies](#). For more information, visit <http://investors.myob.com.au/Investors/> or follow [@MYOB](#) on Twitter.



SCHEME OF ARRANGEMENT MEETING  
Wednesday, 17 April, 2019

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>
“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between MYOB Group Limited and the holders of ordinary shares in MYOB Group Limited other than shares held by ETA Australia Holdings III Pty Limited (ACN 630 727 552) or its Associates (having the meaning given in section 12 of the Corporations Act 2001 (Cth)), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia, and, subject to approval of the scheme of arrangement by the Federal Court of Australia, the board of directors of MYOB Group Limited is authorised to implement the scheme of arrangement subject to any such alterations or conditions.”	301,374,578	64,051,582	2,424,881	207,709	303,909,800 82.59%	64,066,639 17.41%	207,709

\*\* - 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