



ASX ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

SYDNEY, Thursday 13 October 2016: The Notice of Annual General Meeting and Proxy Form of Managed Accounts Holdings Limited (ASX: MGP) are attached.

The Annual General Meeting will be held at 11:00am (Sydney time) on Thursday 24 November 2016 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.

For further information, please contact:

Jillian McGregor
Company Secretary
(02) 8006 5900

NOTICE OF 2016 ANNUAL GENERAL MEETING

MANAGED ACCOUNTS HOLDINGS LIMITED

ACN 128 316 441

11:00am (Sydney time)

Thursday 24 November 2016

To be held at the offices of Grant Thornton Australia
at Level 17, 383 Kent Street, Sydney, NSW 2000

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

Should you wish to discuss the matters in this Notice of Annual General Meeting, please contact the Company Secretary on (02) 8006 5900.

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GENERAL INFORMATION

VENUE

The Annual General Meeting of the shareholders of Managed Accounts Holdings Limited ACN 128 316 441 (**Company**) to which this Notice of Annual General Meeting relates will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Thursday 24 November 2016 (**Annual General Meeting**).

OPPORTUNITY TO ASK QUESTIONS

The Annual General Meeting is an opportunity to ask questions of the board of the Company (**Board**) and management on the items of business before the Annual General Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON AND BY PROXY

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

You have the right to appoint a proxy of your choice. The proxy need not be a shareholder of the Company. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

You may make your proxy appointment on-line at www.registrydirect.com.au/investor. If you have any problems accessing the on-line service, please contact the Company's share registry, Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Registry Direct, PO Box 18366 Collins Street East Victoria 8003 Australia;
- (b) facsimile on facsimile number +61 3 9111 5652; or
- (c) hand or courier delivery to Registry Direct, Level 6, 2 Russell Street, Melbourne VIC 3000.

Your proxy must be received by 11:00am (Sydney time) on Tuesday 22 November 2016.

Proxy forms and appointments received later than the above time will be invalid.



LETTER FROM THE CHAIRMAN

Dear shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 24 November 2016, commencing at 11:00am (Sydney time).

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

A copy of the Company's Annual Report is available on the Company's website (www.managedaccounts.com.au).

I look forward to seeing you at the Annual General Meeting on Thursday 24 November 2016. If you are unable to attend please ensure that you lodge a proxy by the required date and time.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Donald Sharp", with a long horizontal flourish extending to the right.

Donald Sharp
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of the Company will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Thursday 24 November 2016.

The Explanatory Statement to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Annual General Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 7pm (Sydney time) on Tuesday 22 November 2016.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That the remuneration report as contained in the directors' report of the Company for the financial year ended 30 June 2016 be adopted.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – COLIN SCULLY

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

“That Colin Scully, who retires in accordance with clause 12.11(a) of the Company's constitution and being eligible, offers himself for re-election, be re-elected a director.”

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER HUTCHISON

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

“That Alexander Hutchison, who retires in accordance with ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and being eligible, offers himself for re-election, be re-elected a director.”

SPECIAL BUSINESS

RESOLUTION 4 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN

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

“That the Managed Accounts Holdings Limited Employee Share Option Plan (**Plan**) tabled at the meeting and marked with the letter "A" and initialled by the Chairman of the meeting for the purpose of identification, be approved by the Company and that approval be given in accordance with Listing Rule 7.2 Exception 9(b) for the issue of securities from time to time under the Plan as an exception to the rule in Listing Rule 7.1.”

RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

To consider and, if through fit, pass the following resolution as a **special resolution**:

“That the proportional takeover provisions contained in clause 31 of the Company’s constitution be renewed for a further 3 years with effect from the date of the meeting.”

VOTING EXCLUSION STATEMENT

RESOLUTION 1 – REMUNERATION REPORT

As required by the Corporations Act 2001 (Cth) (**Corporations Act**), the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy by writing that specifies how the person is to vote on the resolution; or
- (b) by the Chairman of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The term “closely related party” in relation to a member of the key management personnel includes a spouse, dependent and certain other close family members as well as any companies controlled by the member.

RESOLUTION 4 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN

As required by the ASX Listing Rules, the Company will disregard any votes cast on the proposed Resolution 4 by a director of the Company or by any associate of a director of the Company. However, the Company need not disregard a vote on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting 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.

As required by the Corporations Act, no member of the Company’s key management personnel or a closely related party of any such member may vote as proxy on Resolution 4 unless:

- (a) the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 4; or
- (b) the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 4 even though that resolution is connected with the remuneration of a member of the Company’s key management personnel.

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chairman to vote eligible undirected proxies in favour of all Resolutions.

In respect of Resolutions 1 and 4 only, the proxy form contains an express authorisation for the Chairman to exercise undirected proxies even though this resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Those shareholders appointing a proxy who do not want the Chairman to vote for them or do not want the Chairman to vote in accordance with the Chairman's intentions, have the ability to:

- (a) appoint the Chairman as proxy with a direction to cast votes contrary to the Chairman's stated voting intentions by instructing the Chairman to vote 'against' or to 'abstain' from voting on these Resolutions; or
- (b) appoint a person other than the Chairman as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on these Resolutions (as the shareholder considers appropriate).

DATED: 10 October 2016

BY ORDER OF THE BOARD



Donald Sharp
EXECUTIVE CHAIRMAN

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 24 November 2016 at 11:00am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the directors believe to be material to shareholders in deciding whether or not to pass the Resolutions in this Notice of Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report as set out in the directors' report in the Company's 2016 Annual Report must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and does not bind the directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the directors' report for the financial year ending 30 June 2016. The 2016 Annual Report of the Company (containing the remuneration report) is available on the Company's website at www.managedaccounts.com.au.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the remuneration report.

If at least 25% of the votes cast are against the adoption of the remuneration report at this Annual General Meeting, and then again at the following annual general meeting, the Company will be required to put a resolution to the later annual general meeting to approve calling a further general meeting (**spill resolution**). If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the later annual general meeting. All of the directors who were in office when the directors' report considered at the later annual general meeting was approved, will need to stand for re-election at the spill meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – COLIN SCULLY

In general terms, clause 12.11(a) of the Company's constitution requires one-third of the directors to retire from office at the Company's Annual General Meeting.

The retiring director, Colin Scully, is eligible for re-election and accordingly submits himself for re-election as a director of the Company.

Mr Scully was first appointed to the Board on 23 April 2009.

Colin Scully (FAICD, FFPA, FAIM) has experience of over 30 years in the financial services industry.

Mr Scully, along with fellow Director Don Sharp, co-founded Bridges Financial Services Pty Ltd and established one of the first platforms, The Portfolio Service, for portfolio management.

Mr Scully was a former director of the Financial Planning Association (FPA), a director of previously ASX listed IWL Ltd (a stockbroking and financial services company), Payment Adviser Group of companies and is a director of a number of private companies.

The Board does not consider Mr Scully to be an independent director as he is a substantial shareholder of the Company.

Recommendation

The directors support the re-election of Mr Scully. They (other than Mr Scully) recommend that shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER HUTCHISON

ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution require that any director appointed as an addition to the Board holds office only until the next annual general meeting of the Company and is eligible for re-election at that meeting.

The Board appointed Alexander Hutchison as an addition to the Board on 26 May 2016. Accordingly, Mr Hutchison retires pursuant to ASX Listing Rule 14.4 and clause 12.7(b) of the Constitution and, being eligible, offers himself for re-election.

Mr Hutchison has over 20 years' experience in the financial services sector holding senior leadership roles in both ASX-listed and not-for-profit organisations.

He has active participation in industry associations including the Financial Planning Association (FPA), Australian Institute of Superannuation Trustee (AIST) and Association of Building Societies and Credit Unions (ABACUS).

Mr Hutchison has a law degree from the University of Technology (Sydney), a Graduate Diploma in Financial Services and has completed the Stanford University SEP.

Mr Hutchison is a non-executive director of G&C Mutual Bank and is the Chief Executive Officer of Energy Industries Superannuation Scheme Pty Limited.

The Board considers Mr Hutchison to be an independent director.

Recommendation

The directors support the re-election of Mr Hutchison. They (other than Mr Hutchison) recommend that shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN

ASX Listing Rule 7.1 effectively limits the number of ordinary shares the Company may issue without the approval of its shareholders to 15% of issued capital unless the issue can be brought within one of the exceptions set out in ASX Listing Rule 7.2. ASX Listing Rule 7.2 Exception 9(b) permits issues under an employee incentive scheme if within three years before the date of issue the scheme has been approved by shareholders.

The Managed Accounts Holdings Limited Employee Share Option Plan (**Plan**) is governed by the Plan rules (**Plan Rules**). Set out below is a summary of the Plan Rules.

It is intended that the Plan will enable the Company and its subsidiaries (**Group**) to retain and attract skilled and experienced employees, contractors and directors and provide them with the motivation to make the Group more successful. The Plan is designed to support interdependence between the Company and eligible persons for their long-term mutual benefit.

Under the Plan, an option (**Option**) is a right to subscribe for or acquire a fully paid ordinary share in the capital of the Company (**Share**).

The Board at its sole discretion may invite any eligible person selected by it to complete an application relating to a specified number of Options allocated to that eligible person by the Board. The Board may offer Options to any eligible person it determines and determine the extent of that person's participation in the Plan (**Participant**). An offer by the Board shall specify the date of grant, the total number of Options granted, exercise price and exercise period for the Options and any other matters the Board determines, including exercise conditions attaching to the Options.

Persons eligible to participate in the Plan are, in relation to the Company or an associated body corporate of the Company, full-time or part-time employees (including executive directors), non-executive directors and contractors and casual employees who satisfy various conditions set out in the Plan including that they have been such an employee, director or contractor for a continuous period of at least 3 months.

The Plan has been prepared to comply with ASIC Class Order [CO14/1000]. As such, offers under the Plan that are made in reliance on the Class Order are limited to the 5% capital limit set out in the Class Order.

Unless otherwise determined by the Board, no payment is required for the grant of Options under the Plan.

Options granted under the Plan are not capable of being transferred or encumbered by a Participant, unless the Board determines otherwise.

Options do not carry any voting or dividend rights. Shares issued or transferred to Participants on exercise of an Option carry the same rights and entitlements as other issued Shares, including dividend and voting rights.

The Company has no obligation to apply for quotation of the Options on the ASX.

In general terms, Options granted under the Plan may only be exercised if the exercise conditions have been met, the exercise price has been paid to the Company and the Options are exercised within the exercise period relating to the Option. An Option granted under the Plan may not be exercised once it has lapsed.

An Option may be exercised, whether or not any or all applicable exercise conditions have been met, on the occurrence of a predominant control event, being, in general terms, where a person owns at least 90% of the issued ordinary share capital of the Company following an offer by the person for the whole of the issued share capital of the Company.

The Company will apply to ASX for official quotation of Shares issued upon exercise of Options granted under the Plan so long as the Shares are quoted on the official list of ASX at that time.

The Company may financially assist a person to pay any exercise price for an Option, subject to compliance with the provisions of the Corporations Act and the ASX Listing Rules relating to financial assistance.

If a Participant ceases to be a director, an employee or a contractor of any member of the Group due to his or her resignation, dismissal for cause or poor performance or in any other circumstances determined by the Board:

- (i) all Options held by the relevant Participant as at the date of cessation which are vested Options will automatically lapse on the date of cessation, unless the Board determines otherwise, in which event the Board will determine the period within which those Options may be exercised following the date of cessation (and the exercise period is amended accordingly), after which those Options will immediately lapse; and
- (ii) all other Options granted to that Participant will lapse as at the date of cessation.

If a Participant ceases to be a director, an employee or a contractor of any member of the Group for any other reason or in any other circumstances determined by the Board:

- (i) all Options held by the relevant Participant as at the date of cessation which are vested Options may be exercised by that Participant in the 6 month period following the date of cessation (and the exercise period is amended accordingly), after which those vested Options will immediately lapse; and
- (ii) all other Options granted to that Participant will lapse as at the date of cessation.

On liquidation of the Company, all Options which are not vested Options will automatically lapse.

If, in the opinion of the Board, a Participant has acted fraudulently or dishonestly, the Board may determine that any Option granted to that Participant should lapse, and the Option will lapse accordingly.

If an Option has not lapsed earlier, it will lapse at the end of the exercise period.

In the event of any reconstruction of the share capital of the Company, the number of Options to which each Participant is entitled and/or the exercise price of those Options must be reconstructed in accordance with the ASX Listing Rules. Options must be reconstructed in a manner which will not result in any additional benefits being conferred on Participants which are not conferred on other shareholders of the Company.

Holders of Options issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their Options within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are the registered holder.

If there is a pro rata issue (except a bonus issue), the exercise price of an Option will be reduced according to the formula in the Plan Rules which reflects the formula in ASX Listing Rule 6.22.2.

If there is a bonus issue the number of Shares over which an Option can be exercised will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the bonus issue.

Options may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.

If and to the extent any rule of the Plan is inconsistent with the ASX Listing Rules, if the ASX Listing Rules apply to the Company at the relevant time, the ASX Listing Rules will prevail in all respects to the extent of the inconsistency.

The Board may terminate or suspend the operation of the Plan at any time. In passing a resolution to terminate or suspend the operation of the Plan or to supplement or amend these rules, the Board must consider and endeavour to ensure that there is fair and equitable treatment of all Participants.

On termination of the Plan, no compensation under any contract of employment, consultancy or directorship between an eligible person and a member of the Group will arise as a result.

The Plan Rules also contain customary and usual terms having regard to Australian law for dealing with administration and costs of the Plan.

If Resolution 4 is passed at the Annual General Meeting, the directors may issue securities under the Plan under ASX Listing Rule 7.2 Exception 9(b) until 23 November 2019. This is the first time the Company has sought approval from shareholders in relation to the Plan.

Voting restrictions in respect of this Resolution are set out in the Notice of Annual General Meeting, which this Explanatory Statement accompanies.

Recommendation

The directors recommend that shareholders vote in favour of Resolution 4.

RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

Clause 31 of the Company's constitution provides that the Company must refuse to register the transfer of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer or is deemed to have been passed.

In accordance with the Corporations Act and the Company's constitution, clause 31 will cease to have effect on 13 March 2017 (being three years from when the clause was adopted) unless renewed by a special resolution of shareholders. Accordingly, the directors request that shareholders approve the renewal of the proportional takeover provisions as set out in clause 31 for a further 3 years with effect from the date of this meeting.

Proportional takeover bid

A proportional takeover bid is a takeover offer sent to each shareholder, but only for a specified proportion of the shares (i.e. less than 100%) held by the shareholder. Therefore, shareholders who accept such a proportional takeover offer in full will only dispose of that specified proportion and will retain the balance of their shares.

This may allow control of the Company to pass without shareholders having the chance to sell all of their shares and assist a bidder to take control of the Company without paying an adequate control premium.

Effect of the proportional takeover provisions

The effect of clause 31 is that in the event a proportional takeover bid is made, the directors must ensure that a general meeting is held before the 14th day before the last day of the bid period, at which shareholders will consider a resolution to approve the takeover bid.

A person (other than the bidder or an associate of the bidder), who as at the end of the day on which the first offer under the takeover bid is made, held bid class securities, is entitled to vote on the resolution. The vote is to be decided on a simple majority.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The proportional takeover provisions only apply for 3 years from the date of their adoption or last renewal (after that, the provisions may be renewed by a special resolution of shareholders). The provisions do not apply to full takeover bids.

Potential advantages and disadvantages for directors and shareholders

The potential advantages of clause 31 for shareholders include the following:

- (i) the right for shareholders to meet and decide, by majority vote, whether to accept a proportional takeover bid;
- (ii) it may help shareholders to avoid being locked in holding residual shares as a minority and may prevent a bidder acquiring control of the Company without paying an adequate control premium (i.e. paying for all of their shares);
- (iii) it increases shareholders' bargaining power and may help ensure that any bid is adequately priced; and

- (iv) knowing the view of the majority of shareholders may help each individual shareholder to decide whether to accept or reject the offer.

The directors consider that the opportunity for shareholders to vote is an advantage for the directors because it enables the directors to formally obtain the views of shareholders in respect of a proportional takeover bid. It does not otherwise offer any advantage or disadvantage to the directors (other than in their capacity as shareholders) who remain free to make their own recommendation as to whether the bid should be accepted.

The directors recognise that clause 31 may potentially discourage proportional takeover bids being made for shares in the Company or reduce the likelihood of a proportional takeover succeeding, which may result in shareholders losing an opportunity to sell some of their shares at a premium. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction on the ability of members to freely deal with their shares. However, the directors consider that the potential advantages for shareholders of the proportional takeover provisions operating for a further three years outweigh the potential disadvantages.

While the existing proportional takeover provisions have been in effect, there have been no proportional takeover bids for the Company against which the advantages or disadvantages of the provisions may be assessed.

Knowledge of Takeover Bids

As at the date of this Notice of Annual General Meeting, no director is aware of any proposal to acquire or to increase the extent of a substantial interest in the Company.

Reasons for renewing the provision

The directors consider it in the interests of shareholders to continue to have the proportional takeover provisions in the Company's constitution, thereby giving shareholders the opportunity to vote on any proposed proportional takeover bid. The renewal of clause 31 gives shareholders the collective opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

If this resolution is approved, clause 31 will be renewed for a further 3 years with effect from the date of the meeting.

Recommendation

The directors recommend that shareholders vote in favour of the renewal of the proportional takeover provisions.

Managed Accounts Holdings Limited

ACN 128 316 441

Name and Address

LODGE YOUR VOTE

www.registrydirect.com.au/investor/login

<p>By mail Managed Accounts Holdings C/- Registry Direct PO Box 18366 Collins Street East VIC 8003</p>	<p>By hand Registry Direct L8 2 Russell Street Melbourne VIC 3000</p>
<p>By facsimile +61 3 9111 5652</p>	<p>All enquiries 1300 55 86 35 (within Australia) +61 3 9909 9909 (outside Australia)</p>

By email: managedaccounts@registrydirect.com.au

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form.

Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE YOUR PROXY MUST BE RECEIVED BEFORE 11:00am (Sydney time) on Tuesday 22 November 2016

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" in accordance with the constitution of Managed Accounts Holdings Limited. An Appointment of Corporate Representative form can be obtained from this company's securities registry.

Appointment of a Second Proxy

If you are entitled to cast two or more votes, you may appoint up to two proxies. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. If you do not wish all your securities to be voted in accordance with such a direction please indicate that only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: this form is to be signed by the security holder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the securities registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (together with any authority under which the appointment was signed or a certified copy of the authority, where the appointment is signed by the appointor's attorney) must be received as set out below not later than **11:00am (Sydney time) on Tuesday 22 November 2016** (being 48 hours before the commencement of the meeting at 11:00am on Thursday 24 November 2016). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

ON-LINE Log in to www.registrydirect.com.au/investor. To use the online lodgement facility, shareholders will need their 'Holder Identifier' (Securityholder Reference Number (SRN) or Holder Identification Number (HIN))

BY MAIL Registry Direct
PO Box 18366
Collins Street East VIC 8003

BY FAX +61 3 9111 5652

IN PERSON Registry Direct
Level 6, 2 Russell Street
Melbourne VIC 3000

Managed Accounts Holdings Limited

- <Address 1>
- <Address 2>
- <Address 3>
- <Address 4>
- <Address 5>
- <Address 6>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Managed Accounts Holdings Limited** and entitled to attend and vote hereby appoint

	the Chairman of the Meeting (mark with an 'X')	OR	
--	--	-----------	--

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the **Annual General Meeting of Managed Accounts Holdings Limited to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 24 November 2016 at 11:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Important for Resolutions 1 and 4

If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the below "For", "Against" or "Abstain" boxes you will have expressly authorised the Chairman of the Meeting to vote in favour of Resolutions 1 and 4 even though these items are connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: If you do not wish to give the Chairman of the Meeting such an authorisation, you should instruct the Chairman to vote "Against" or "Abstain" for Resolutions 1 and 4 in Step 2 below.

The Chairman of the Meeting will vote all undirected proxies in favour of all Resolutions (including Resolutions 1 and 4).

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Adopt the Remuneration Report for year end 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of director – Colin Scully	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of director – Alexander Hutchison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
Resolution 4	Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Renewal of proportional takeover approval provisions	<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.

As stated above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the Resolutions. The statements in this Proxy Form regarding the intentions of the Chairman of the Meeting to vote undirected proxies are the intentions of the Chairman as at the date of the Notice of Annual General Meeting. In exceptional circumstances, the Chairman's intentions may change. The Company will make an announcement to the ASX in the event of such a change of intentions.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2016