



ASX ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

SYDNEY, Monday 3 September 2018: 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 4 October 2018 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.



NOTICE OF 2018 ANNUAL GENERAL MEETING

MANAGED ACCOUNTS HOLDINGS LIMITED

ACN 128 316 441

11:00am (Sydney time)

Thursday 4 October 2018

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 4 October 2018 (**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 Melbourne Victoria 8003 Australia;
- (b) facsimile on facsimile number +61 3 9111 5652;
- (c) email to registry@registrydirect.com.au; or
- (d) 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 2 October 2018.

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 4 October 2018, 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 4 October 2018. 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 be "Donald Sharp", written in a cursive style.

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 4 October 2018.

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 2 October 2018.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the financial year ended 30 June 2018 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 2018 be adopted.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PAMELA MCALISTER

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

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

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – STEPHEN REED

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

“That Stephen Reed, 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.”

RESOLUTION 4 – RE-ELECTION OF DIRECTOR – COLIN PETERSON

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

“That Colin Peterson, 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.”

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, child dependent and certain other close family members as well as any companies controlled by the member.

GENERAL INFORMATION ON PROXY VOTING

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

In respect of Resolution 1, 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 cast your vote in favour of a Resolution should:

- (a) appoint the Chairman as proxy with a direction to cast votes in the manner directed; 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: Monday 3 September 2018

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 4 October 2018 at 11:00am (Sydney time).

The purpose of this Explanatory Statement is to provide information to assist 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 2018 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 2018 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 2018. The 2018 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 – PAMELA MCALISTER

ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution require that any director appointed either to fill a casual vacancy or 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 Pamela McAlister to fill a casual vacancy on the Board on or around the date of this Notice of Annual General Meeting. Accordingly, Ms McAlister retires pursuant to ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and, being eligible, offers herself for re-election.

Previously, Ms McAlister held the position of Director of Mercer Legal, a boutique law practice specialising in financial services and superannuation law and Partner and Senior Governance Consultant of Mercer Consulting.

Ms McAlister has also previously held the position of Partner in the Financial Services section at Hall & Wilcox, specialising in superannuation law and practice.

Ms McAlister was Deputy Executive Director of Financial Services Regulation at ASIC, following which she was General Counsel and Executive Manager- Governance for Australian Unity.

She has also participated in a number of committees, including the Law Council Superannuation Committee (as chair), the Superannuation Complaints Tribunal and the Mercer Investment Funds Compliance Committee.

In addition, Ms McAlister was a director of Benefund Limited (trustee of the Uniting Church Beneficiary Fund), where she served on the Audit, Risk and Compliance Committee when the fund was transferred to a master trust.

Ms McAlister has a Bachelor of Arts/ Bachelor of Laws from Monash University and a Masters of Laws from the University of Melbourne. She has been admitted as a Barrister and Solicitor of the Supreme Court of Victoria.

The Board considers Ms McAlister to be an independent director.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – STEPHEN REED

ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution require that any director appointed either to fill a casual vacancy or 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 Stephen Reed as an addition to the Board on 23 November 2017. Accordingly, Mr Reed retires pursuant to ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and, being eligible, offers himself for re-election.

Mr Reed has extensive financial service experience including at Norwich Investments Management Ltd, as a Director and partner in Austock stockbroking companies and as founder and director of Austchoice Financial Services Ltd, listed on the ASX as DKN Ltd (ASX:DKN).

He has established a number of financial practices, acted as Responsible Manager on a number of others, and consulted to a number of financial services companies on strategy and marketing. He has also been a co-founder and past director of Manbulloo Ltd which over the past decade has grown into one of Australia's largest producers of mangoes.

Mr Reed's qualifications include Bachelor of Commerce (Melb), MBA (Monash) and Diploma of Financial Planning (Deakin).

He is currently a company secretary to one company and is on several private company boards.

Mr Reed held the position of non-executive director of Linear Financial Holdings Pty Ltd prior to the Company's merger with the Linear group. Given this position was a non-executive position, the Board considers Mr Reed to be an independent director despite his holding of this position.

RESOLUTION 4 – RE-ELECTION OF DIRECTOR – COLIN PETERSON

ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution require that any director appointed either to fill a casual vacancy or 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 Colin Peterson as an addition to the Board on 23 November 2017. Accordingly, Mr Peterson retires pursuant to ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and, being eligible, offers himself for re-election.

Mr Peterson was a founding Director and the Executive Chairman of the Linear Group from May 2006 until November 2017. The Linear group were pioneers in the MDA/SMA Platform arena amassing some \$9.3 Billion in FUM.

He was also the Executive Chairman and Responsible Officer of Linear Asset Management Ltd (an unlisted public company, part of the Linear group) from May 2006 until February 2016.

The Board does not consider Mr Peterson to be an independent director due to his holding of these executive positions in connection with the Linear group prior to its merger with the Company.

Mr Peterson has more than 35 years' experience in financial services and has held multiple roles as a responsible officer including for the Linear Superannuation Fund.

As a founding member of SPAA and an early specialist in SMSF (Self-Managed Superannuation) he has significant experience in superannuation.

Colin has a track record of protecting the rights of shareholders.

Mr Peterson is currently also a non-executive director of Provision IT Pty Ltd and Lokaway Pty Ltd.

His qualifications include GAICD, CFP, (FPA), Associate FPA, Diploma Financial Planning and AAIL.

Investor Name
C/O Example Ltd
PO BOX 0000
MELBOURNE
VIC
3000

SAVE TIME & VOTE ONLINE:
 registrydirect.com.au/investor

To find out your options on how to lodge this form,
see the voting instructions at the end of this form.

Managed Accounts Holdings Limited
ABN 34 128 316 441

SRN/HIN: <SRN/HIN>

VOTE / PROXY FORM

A meeting of the members of Managed Accounts Holdings Limited will take place at:
Level 17, 383 Kent Street, Sydney, NSW 2000
at 11:00 a.m. AEST on Thursday, 04 October 2018 (Registration commences at 10:30 a.m.)

Please complete this form in order to direct your proxy (Proxy) how to vote. While it is not compulsory to vote, if you do not complete this form (directly or online) or vote in person at the meeting, then your vote will not be counted. By default, by executing this form you appoint the chairman of the meeting (Chairman) to be your Proxy. If you wish to appoint a party other than the Chairman to act as your Proxy, please provide their details below. Please indicate overleaf how you would like your votes directed.

Proxy appointments will be valid and accepted only if they are signed and received no later than 11:00 a.m. AEST on Tuesday, 02 October 2018.

APPOINT ALTERNATE PROXY (OPTIONAL)

PROXY NAME:

Full Name/Body Corporate Name

MOBILE/TELEPHONE NUMBER:

ABN/ACN (If proxy is a body corporate):

EMAIL ADDRESS:

If your Proxy is a body corporate, please arrange for the body corporate to bring an executed Appointment of Corporate Representative Form to the meeting.
To download form: www.registrydirect.com.au/wp-content/uploads/2016/05/appointment_of_corporate_representative.pdf

APPOINT MULTIPLE PROXIES OR SPLIT VOTING DIRECTION (OPTIONAL)

To appoint more than one Proxy or split the voting directions, please print and complete an additional copy of this form. Please indicate in the space provided below the number of securities in which the Proxy is authorised to vote. No Proxy may be authorised to exercise votes which any other Proxy has been authorised to exercise. Multiple Proxy appointments and split voting directions should be returned together in the same envelope/email to the Registrar.

Number of securities Proxy is authorised to vote:

If left blank then all securities held

If the person/body corporate named as your Proxy fails to attend the meeting, or if no person/body corporate is named, the Chairman, as my/our Proxy is permitted to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the Proxy sees fit at the Meeting and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below.

Resolution 1

REMUNERATION REPORT

Resolution type: **Non binding**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Note: 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 "For", "Against" or "Abstain" boxes you will have expressly authorised the Chairman of the Meeting to exercise the proxy at his discretion for Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 2

RE-ELECTION OF DIRECTOR –
PAMELA MCALISTER

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 3

RE-ELECTION OF DIRECTOR –
STEPHEN REED

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 4

RE-ELECTION OF DIRECTOR –
COLIN PETERSON

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

SIGNATURE OF SHAREHOLDERS - MUST BE COMPLETED

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary(Delete one)

Joint Shareholder 3 (individual)

Director

Date

SIGNING INSTRUCTIONS: This form should be signed by the security holder. If a joint holding, all security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registrar 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) (or for New Zealand companies, the Companies Act 1993).

HOW TO LODGE THIS FORM

ONLINE:


 registrydirect.com.au/investor

Login to the Registry Direct website, click on the 'Votes' tab to find a meeting and follow the prompts to lodge your vote.

If you do not have an account, go to registrydirect.com.au/registration-page and fill out the registration form.

To register, you will need a "Holder Number" (Securityholder Reference Number (SRN), a Holder Identification Number (HIN) or Share Certificate Number as shown on the front of the Proxy Form).


POST:

 PO Box 18366 Collins Street East
Melbourne
VICTORIA 8003

EMAIL:

 registry@registrydirect.com.au

FAX:

 +61 3 9111 5652