



## ASX ANNOUNCEMENT

### NOTICE OF GENERAL MEETING AND PROXY FORM

**SYDNEY, Wednesday 11 October 2017:** A Notice of General Meeting and Proxy Form of Managed Accounts Holdings Limited (ASX: MGP) are attached.

The General Meeting will be held at 12:00pm (Sydney time) on Thursday 9 November 2017 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.



**Managed Accounts Holdings Ltd**

**ACN 128 316 441**

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of the members of Managed Accounts Holdings Ltd (**MGP** or the **Company**) will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday 9 November 2017 at 12:00pm (AEDT)

A Proxy Form is enclosed. Please read the Notice and Explanatory Memorandum carefully. If you are unable to attend the meeting please complete and return the enclosed Proxy Form in accordance with the specified instructions.



Dear Shareholder

Notice is hereby given that the General Meeting (**General Meeting**) of the shareholders of Managed Accounts Holdings Ltd (**MGP** or **Company**) will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday 9 November 2017, at 12:00pm (AEDT) for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Memorandum that accompanies and forms a part of this Notice of General Meeting describes the Special Business to be considered. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

MGP is proposing to acquire 100% of the issued shares of Linear Financial Holdings Pty Ltd ACN 118 723 023 (**Linear**) from its current shareholders (**Linear Vendors**) through a combination of cash (which will be funded through an equity capital raising) and the issue of ordinary shares in MGP (**Consideration Shares**) (**Proposed Transaction**).

In order to proceed with the Proposed Transaction, MGP requires the approval of shareholders in relation to the proposed issue of shares required in order to give effect to the Proposed Transaction.

Further details are set out below.

## **SPECIAL BUSINESS**

**To consider, and if thought fit, to pass, with or without modification, the following Ordinary Resolutions:**

### **Resolution 1: Approval of the proposed issue of the capital raising shares**

*"That, subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the proposed issue of up to a maximum of 121,428,571 fully paid ordinary shares in the Company to certain sophisticated, professional and institutional investors on the terms and conditions and in the manner set out in the accompanying Explanatory Memorandum."*

### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue, any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of such person. However, the Company need not disregard a vote 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.

## **Resolution 2 – Approval of proposed issue of Consideration Shares to Linear shareholders**

*"That, subject to the passing of Resolution 1, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the proposed issue of up to a maximum of 66,666,667 fully paid ordinary shares in the Company to Linear shareholders on the terms and conditions and in the manner set out in the accompanying Explanatory Memorandum.*

### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue, any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of such person. However, the Company need not disregard a vote 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.

### **Other Business**

To transact any other business that may be lawfully brought forward in accordance with the constitution of the Company and the Corporations Act.

### **Proxies**

A shareholder entitled to attend and vote has the right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at the meeting in accordance with section 250D of the Corporations Act; and
- (b) provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A shareholder may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the chair to vote in accordance with the directions on the Proxy Form.

**Please read the directions on the Proxy Form carefully, especially if you intend to appoint the chair of the meeting.**

A Proxy Form accompanies this Notice of General Meeting and to be effective it must be received by 12:00pm (AEDT) on Tuesday 7 November 2017 by one of the following methods:

Online: [www.registrydirect.com.au/investor](http://www.registrydirect.com.au/investor)

By Fax: +61 3 9111 5652

By Mail: Registry Direct, PO Box 18366 Collins Street East Melbourne VIC 8003, Australia

In Person: Registry Direct, Level 6, 2 Russell Street, Melbourne VIC 3000

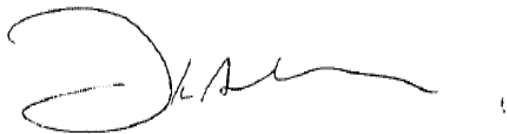
If you have any problems accessing the on-line service, please contact the Company's share registry, Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

The accompanying Explanatory Memorandum should be read in conjunction with, and forms part of, this Notice of General Meeting.

#### **Entitlement to vote**

The Company has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 7pm (AEDT) on Tuesday 7 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

#### **By Order of the Board**



**Don Sharp**  
Chairman  
Managed Accounts Holdings Limited

# General Meeting – Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting, and is a brief explanation of the Special Business in the Notice of General Meeting and why the Company is seeking shareholder approval.

## 1. Approval of the proposed issue of the Capital Raising Shares

Resolution 1 proposes the issue of up to a maximum of 121,428,571 fully paid ordinary shares in the Company to certain sophisticated, professional and institutional investors (**Capital Raising Shares**) in relation to the Proposed Transaction.

Resolution 1 is conditional on the passing of Resolution 2.

Listing Rule 7.1 provides that, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without shareholder approval.

The Company is seeking approval under Listing Rule 7.1 for the issue of the Capital Raising Shares.

The information required to be given to MGP shareholders for the purposes of approval of the proposed issue of the Capital Raising Shares under Listing Rule 7.3 is set out below:

Information required under LR 7.3	
Maximum number of securities to be issued	121,428,571 MGP shares
The date by which the entity will issue the securities	On the completion date of the Proposed Transaction which is expected to be on or about Tuesday 14 November 2017 and in any event no later than three months after the General Meeting.
Price at which the securities are to be issued	In accordance with the ASX Listing Rules, MGP will issue shares for a price that is at least 80% of the volume weighted average market price calculated over the last 5 days prior to the issue of the shares (on which sales in the shares are recorded).
Allottees	Sophisticated, professional and institutional investors

Terms of the securities	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
The intended use of funds raised	<p>The funds raised will be used in connection with the acquisition of 100% of the issued shares of Linear Financial Holdings Pty Ltd (<b>Linear</b>) from its current shareholders (<b>Linear Vendors</b>) as follows:</p> <ul style="list-style-type: none"> <li>a) MGP will pay approximately \$20.5 million cash in order to settle Linear's liabilities to third parties, which includes the purchase of all outstanding preference shares;</li> <li>b) MGP expects to pay cash consideration of approximately \$8.0 million to Linear shareholders. However, it is possible, though MGP considers it unlikely, that Linear shareholders will elect to receive a larger proportion of the consideration in MGP shares (up to 100% of the consideration). If this were to happen, MGP would issue fewer capital raising shares as it would require less than the \$8.0 million cash consideration; and</li> <li>c) MGP will use approximately \$5.5 million of additional capital to fund further customer acquisition and business development opportunities and to pay for transaction costs.</li> </ul>
Voting exclusion statement	A voting exclusion statement in relation to Resolution 1 is included in the Notice of General Meeting above.

The Board recommends that you vote in favour of Resolution 1.

## 2. **Approval of proposed issue of consideration shares to Linear shareholders**

Resolution 2 proposes the issue of up to a maximum of 66,666,667 fully paid ordinary shares in the Company to Linear shareholders (**Consideration Shares**) in relation to the Proposed Transaction.

Resolution 2 is conditional on the passing of Resolution 1.

Listing Rule 7.1 provides that, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without shareholder approval.

The Company is seeking approval under Listing Rule 7.1 for the issue of the Consideration Shares.

The information required to be given to MGP shareholders for the purposes of approval of the proposed issue of the Consideration Shares under Listing Rule 7.3 is set out below:

<b>Information required under LR 7.3</b>	
Maximum number of securities to be issued	66,666,667 MGP shares
The date by which the entity will issue the securities	On the completion date of the Proposed Transaction which is expected to be on or about Tuesday 14 November 2017 and in any event no later than three months after the General Meeting.
Price at which the securities are to be issued	MGP will issue 25.97 new MGP shares for each Linear share on issue as at the completion date to the Linear Vendors, in return for their Linear shares. The number of MGP shares issued to each Linear Vendor will be rounded to the nearest whole number.
Names of the persons to whom the Company will issue the securities	Linear shareholders
Terms of the securities	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Escrow	For Linear shareholders issued greater than \$100,000 worth of MGP shares (calculated based on an issue price of \$0.33), those Linear shareholders agree to have all of their MGP shares escrowed until the release of the MGP FY2018 results.
The intended use of funds raised	Not applicable – no funds raised. The consideration for the Consideration Shares is the Linear shares acquired from the Linear Vendors.



Voting exclusion statement	A voting exclusion statement in relation to Resolution 2 is included in the Notice of General Meeting.
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The Board recommends that you vote in favour of Resolution 2.

## Glossary

In this Explanatory Memorandum, unless the context requires otherwise:

**AEDT** means Australian Eastern Daylight Time.

**ASX** means ASX Limited ABN 98 008 624 691 or the market it operates, as the context requires.

**ASX Listing Rules** means the official Listing Rules of the ASX as amended or waived from time to time.

**Board** means the board of directors of MGP.

**Company** means Managed Accounts Holdings Limited ACN 128 316 441.

**Consideration Shares** means the issue of up to a maximum of 66,666,667 fully paid ordinary shares in the Company to Linear shareholders.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Explanatory Memorandum** means this explanatory memorandum, including the Notice of General Meeting.

**General Meeting** means the general meeting of the Company to be held on Thursday 9 November 2017.

**Notice of General Meeting** means the notice convening the General Meeting together with the Proxy Form for that meeting as set out in this Explanatory Memorandum.

**Ordinary Resolution** means a resolution passed by more than 50% of the MGP shareholders eligible to vote on the relevant resolution and present at the General Meeting, either in person or by proxy.

**Linear** means Linear Financial Holdings Pty Ltd ACN 118 723 023.

**Linear Vendors** means the shareholders of Linear on the completion date of the Proposed Transaction.

**Proposed Transaction** means the acquisition of 100% of the issued shares of Linear from the Linear Vendors through a combination of cash (to be funded through an equity capital raising, if approved) and the issue of Consideration Shares, if approved.

**Proxy Form** means the proxy form that accompanies this Explanatory Memorandum or is available from the Company.

### In this Explanatory Memorandum:

- all dates and times are Sydney, New South Wales times unless otherwise indicated;
- words and phrases not otherwise defined in this Explanatory Memorandum have the same meaning (if any) as is given to them by the Corporations Act;
- the singular includes the plural and vice versa. A reference to a person includes a reference to a corporation;

- headings are for ease of reference only and do not affect the interpretation of this Explanatory Memorandum; and
- a reference to a Section is to a Section in this Explanatory Memorandum unless stated otherwise.


# Managed Accounts Holdings Limited

ACN 128 316 441

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«registration\_line4»  
«registration\_line5»  
«registration\_line6»«registration\_postcode»

Registry Direct Limited  
 Online  
[www.registrydirect.com.au](http://www.registrydirect.com.au)

 **By Mail**  
Registry Direct  
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Collins Street East VIC 8003

 **Telephone**  
1300 55 66 35 (within Australia)  
+61 3 9909 9909 (outside Australia)  
+61 3 9111 5652 (Facsimile)



#### 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 12:00pm (Sydney time) on Tuesday 7 November 2017

## 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:

- 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
- 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 Power of Attorney under which it is signed) must be received as set out below not later than **12:00pm (Sydney time) on Tuesday 7 November 2017** (being 48 hours before the commencement of the meeting at 12:00pm on Thursday 9 November 2017). 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](http://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 Melbourne VIC 8003

**BY FAX** +61 3 9111 5652

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

**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 **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 9 November 2017 at 12:00pm (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.

The Chairman of the Meeting intends to vote all undirected proxies in favour of all Resolutions.

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

Special Business		For	Against	Abstain*
Resolution 1	Approval of proposed issue of capital raising shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of consideration shares to Linear shareholders	<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 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.

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

Contact Name ..... Contact Daytime Telephone ..... Date / / 2017