



ASX ANNOUNCEMENT

NOTICE OF GENERAL MEETING AND PROXY FORM

SYDNEY, Tuesday 1 May 2018: A Notice of General Meeting and Proxy Form of Managed Accounts Holdings Limited (ASX: MGP) are attached.

The General Meeting will be held at 11:00am (Sydney time) on Friday 15 June 2018 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.

NOTICE OF GENERAL MEETING

MANAGED ACCOUNTS HOLDINGS LIMITED

ACN 128 316 441

11:00am (Sydney time)

Friday 15 June 2018

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

This Notice of 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 General Meeting, please contact the Company Secretary on (02) 8006 5900.

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GENERAL INFORMATION

VENUE

The General Meeting of the shareholders of Managed Accounts Holdings Limited ACN 128 316 441 (**Company**) to which this Notice of 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 Friday 15 June 2018 (**General Meeting**).

OPPORTUNITY TO ASK QUESTIONS

The General Meeting is an opportunity to ask questions of the board of the Company (**Board**) and management on the items of business before the General Meeting and the management of the Company.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON AND BY PROXY

To vote in person, attend the 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 Wednesday 13 June 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 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 Friday 15 June 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 General Meeting.

I look forward to seeing you at the General Meeting. If you are unable to attend, please ensure that you lodge a proxy by the required date and time.

Yours sincerely,



Donald Sharp
Executive Chairman

NOTICE OF GENERAL MEETING

Notice is given that the 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 Friday 15 June 2018.

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

The Board has determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company at 7pm (Sydney time) on Wednesday 13 June 2018.

AGENDA

RESOLUTION 1 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

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

“That for the purposes of ASX Listing Rule 10.17 and clause 13.1 of the Company’s constitution, the total amount of directors’ fees that may be paid in aggregate in any one financial year by the Company to its non-executive directors be increased by \$260,000, from \$240,000 (including superannuation) to \$500,000 (including superannuation) with immediate effect.”

RESOLUTION 2 – AMENDMENTS TO CONSTITUTION

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

“That, for the purpose of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to amend the Company’s constitution as set out in the Explanatory Statement with immediate effect.”

VOTING EXCLUSION STATEMENT

RESOLUTION 1 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of the proposed Resolution 1 by or on behalf of a director of the Company or any associate of a director of the Company. However, the Company need not disregard a vote on Resolution 1 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 2001 (Cth) (**Corporations Act**), no member of the key management personnel of the Company (or of the consolidated entity of which the Company is part) or a closely related party of any such member may vote as proxy on Resolution 1 unless:

- (a) the person votes as proxy appointed by writing that specifies how the person is to vote on the Resolution; or
- (b) the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to exercise the proxy even though that resolution is connected directly or

indirectly with the remuneration of a member of the key management personnel of the Company (or of the consolidated entity of which the Company is part).

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.

RESOLUTION 2 – AMENDMENTS TO CONSTITUTION

As required by the Corporations Act, no member of the key management personnel of the Company (or of the consolidated entity of which the Company is part) or a closely related party of any such member may vote as proxy on Resolution 2 unless:

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

GENERAL INFORMATION ON PROXY VOTING

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

In respect of Resolutions 1 and 2, the proxy form contains an express authorisation for the Chairman to exercise undirected proxies even though these resolutions are 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: 30 April 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 General Meeting to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Friday 15 June 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 the Notice of General Meeting.

RESOLUTION 1 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

It is proposed to increase the maximum aggregate amount of directors’ fees that may be paid to non-executive directors of the Company by \$260,000, from \$240,000 per financial year (including superannuation) to \$500,000 per financial year (including superannuation).

The Board’s remuneration policy for non-executive directors aims to ensure that the Company can attract and retain suitably skilled, experienced and committed individuals to serve on the Board.

As was notified to the market last year, the Company appointed two new directors (Colin Peterson and Stephen Reed) to its Board following its acquisition of Linear Financial Holdings Pty Ltd. The Board believes the proposed increase in directors’ fees is appropriate in light of the increased size of the Board.

Shareholder approval of this proposal is sought under clause 13.1 of the Company’s constitution and under ASX Listing Rule 10.17. For the purpose of this Resolution 1, the meaning of “Directors’ fees” is provided in ASX Listing Rule 10.17. In summary, this rule provides that “directors’ fees” means all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any child entity (including attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine ‘special exertion’ fees paid in accordance with the entity’s constitution, or securities issued to a non-executive director under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 with the approval of holders of the entity’s ordinary securities.

For the purposes of ASX Listing Rule 10.17, no securities have been issued to a non-executive director under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 with the approval of the ordinary shareholders of the Company at any time over the last three years.

This Resolution 1 is subject to a voting exclusion statement (see the Notice of General Meeting).

A recommendation on this Resolution 1 has not been provided by the Board given that the resolution is in relation to director remuneration.

RESOLUTION 2 – AMENDMENTS TO CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act.

Resolution 2 is a special resolution which will enable the Company to amend its constitution as described in this Explanatory Statement below.

The proposed amendments to the Company’s constitution are:

- (a) the insertion of the following new clause 13.3:

“Special Exertions

If, with the approval of the Directors, any Director performs extra services or makes any special exertions for the benefit of the Company, the Directors may approve the payment to that Director of special and additional remuneration as the Directors think fit, having regard to the value to the Company of the extra services or special exertions. Notwithstanding clause 13.1(a), any remuneration paid under this clause 13.3 may be in addition to the maximum fee cap approved by the Company in general meeting pursuant to clause 13.1(a).”; and

- (b) the deletion of clause 27.2(b) (being deletion of the words “*where sent by air mail, on the seventh day after its date of posting;*”) and consequential amendments to the clause lettering in clause 27.2.

Special Exertions

In general terms, annual aggregate directors’ fees are set within the shareholder approved cap on the basis it is ‘business as usual’. However, there may from time to time be considerable additional demands on directors. The Board believes that where substantial extra time and effort is required of directors in response to particular corporate situations or events, and this commitment is reasonably considered to be extraordinary, it is appropriate that such directors be entitled to additional remuneration. The Company’s constitution does not currently include a ‘special exertion’ clause. Such clauses are very common in ASX listed company constitutions and are recognised by the ASX in the wording of ASX Listing Rule 10.17.

Notices

The Company proposes that the notices clause in its constitution (clause 27.2) be amended so that notices are treated as being effectively served by the Company where sent by post (in the case of both domestic post or air mail international postage) on the day after the date of posting. In relation to the current wording of clause 27.2(b), the Company believes that the deemed requirement of 7 days’ notice after posting for air mail postage is excessive and not standard practice for ASX listed companies.

This Resolution 2 is subject to a voting exclusion statement (see the Notice of General Meeting) given the resolution is connected directly or indirectly with the remuneration of members of the key management personnel.

A recommendation on this Resolution 2 has not been provided by the Board given that the resolution is in relation to director remuneration.

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:
Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000
at 11:00 a.m. AEST on Friday, 15 June 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 Wednesday, 13 June 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 available proxies in the manner set out with each resolution below.

Resolution 1

NON-EXECUTIVE DIRECTORS'
REMUNERATION

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not selecting "For", "Against" or "Abstain", you will have expressly authorised the Chairman of the Meeting to exercise the proxy at his discretion for this Resolution 1 even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 2

AMENDMENTS TO
CONSTITUTION

Resolution type: **Special**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not selecting "For", "Against" or "Abstain", you will have expressly authorised the Chairman of the Meeting to exercise the proxy at his discretion for this Resolution 2 even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

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