Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

MYOB GROUP LIMITED

ACN/ARSN

153 094 958

1. Details of substantial holder (1)

Name

JPMorgan Chase & Co. and its affiliates

ACN (if applicable)

NA

The holder ceased to be a

Substantial holder on

12/December/2017

The previous notice was given to the company on

12/December /2017

The previous notice was dated

8/December/2017

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Appendix	J.P. Morgan Securities Australia Limited	Purchase and sales of shares in its capacity as Principal/Proprietary	See Appendix	243,484 (ordinary)	243,484 (ordinary)
See Appendix	J.P. Morgan Australia Limited	J.P. Morgan ceased to have a relevant interest in MYOB Group Limited shares to the extent arising under the terms of a Block Trade Agreement between J.P. Morgan Australia Limited and Bain Capital Abacus Holdings L.P. pursuant to section 608(8) of the Corporations Act 2001 (Cth) (See Appendix B provided in Form 603 disclosure dated 31 August 2017)	See Appendix	97,222,222 (ordinary)	97,222,222 (ordinary)

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
J.P. Morgan Securities Australia Limited	Subsidiary of JPMorgan Chase & Co.
J.P. Morgan Australia Limited	Subsidiary of JPMorgan Chase & Co.

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
JPMorgan Chase & Co.	270 Park Avenue, New York, NY, 10017, United States
J.P. Morgan Securities Australia Limited	Level 18, 85 Castlereagh Street, Sydney, NSW 2000, Australia
J.P. Morgan Securities plc	25 Bank Street, Canary Wharf, London, E14 5JP, London, E14 5JP, England
J.P. Morgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, OH21, OH, 43240, United States
J.P. Morgan Australia Limited	Level 18, 85 Castlereagh Street, Sydney, NSW 2000, Australia

Signature

Print name

James Goodfellow

Capacity JPMorgan Chase Bank, N.A.

Sign here

date 15/December/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of "associate" in section 9 of the Corporations Law.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.

- Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Given details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

MYOB GROUP LTD	AU000000MYO9															Appendix
													Proprietary			
	Transaction date Balance as of 8 December 20	Entity	Type of transaction	Equity/ADR	Ссу	Price	Quantity	Consideration	Total Positions	Issued share capital	% Owned	JPMSplc	JPMSAL 3.294.554	JPMCBNA	JPMAL 97,222,222	Total
	11-Dec-17	JPMSAL	Purchase	Equity	AUD	3.55	184	\$ 652.89	100,665,615	606,441,631	16.60%	140,034	184		71,222,222	184
	11-Dec-17 11-Dec-17	JPMSAL JPMSAL	Purchase Sale	Equity Equity	AUD	3.57 3.60	2,387 (868)	\$ 8,510.46 \$ 3,124.80	100,668,002	606,441,631 606,441,631	16.60% 16.60%	-	2,387 (868)	-		2,387 (868)
	11-Dec-17	JPMSAL	Sale	Equity	AUD	3.58	(1,591)	\$ 5,703.12	100,665,543	606,441,631	16.60%	-	(1,591)			(1,591)
	11-Dec-17 11-Dec-17	JPMSAL JPMSAL	Sale Purchase	Equity Equity	AUD	3.60 3.54	(1,093,743)	\$ 3,937,474.80 \$ 573.48	99,571,800 99,571,962	606,441,631	16.42% 16.42%	-	(1,093,743)	-		(1,093,743)
	11-Dec-17	JPMSAL	Purchase	Equity	AUD	3.55	1,138	\$ 4,045.10	99,573,100	606,441,631	16.42%	-	1,138	-		1,138
	11-Dec-17	JPMSAL	Purchase	Equity	AUD	3.55	25,562	\$ 90,813.40	99,598,662	606,441,631	16.42%	-	25,562			25,562
	11-Dec-17 12-Dec-17	JPMSAL JPMSAL	Purchase Sale	Equity Equity	AUD	3.55 3.56	50,396 (543)	\$ 179,053.91 \$ 1,933.08	99,649,058 99.648,515	606,441,631	16.43% 16.43%	-	50,396 (543)			50,396 (543)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(614)	\$ 2,185.84	99,647,901	606,441,631	16.43%	-	(614)			(614)
	12-Dec-17 12-Dec-17	JPMSAL IPMSAI	Purchase Purchase	Equity Equity	AUD	3.55	4,748 758	\$ 16,865.23 \$ 2,689.30	99,652,649	606,441,631	16.43%	-	4,748 758	-		4,748 758
	12-Dec-17	JPMSAL	Purchase	Equity	AUD	3.56	26,996	\$ 95,985.36	99,680,403	606,441,631	16.44%	-	26,996	-		26,996
	12-Dec-17	JPMSAL	Purchase	Equity	AUD	3.56	13,835	\$ 49,219.41	99,694,238	606,441,631	16.44%	-	13,835			13,835
	12-Dec-17 11-Dec-17	JPMSAL JPMSAL	Sale Purchase	Equity Equity	AUD	3.56 3.60	(43,453) 1,111,111	\$ 154,692.68 \$ 3,999,999.60	99,650,785 100,761,896	606,441,631 606,441,631	16.43% 16.62%		(43,453) 1,111,111	-	-	(43,453) 1.111.111
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(160,000)	\$ 567,200.00	100,601,896	606,441,631	16.59%	-	(160,000)			(160,000)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity	AUD	3.55 3.56	(11,566)	\$ 41,059.30 \$ 303.601.06	100,590,330 100,533,058	606,441,631	16.59% 16.58%	-	(11,566)	-		(11,566)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.56	(57,272) (1,952)	\$ 203,601.96 \$ 6,929.60	100,533,058	606,441,631	16.58%	-	(57,272) (1,952)			(57,272) (1,952)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(21,653)	\$ 76,868.15	100,509,453	606,441,631	16.57%		(21,653)			(21,653)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.55 3.56	(10,871) (4,770)	\$ 38,537.70 \$ 16,957.35	100,498,582 100,493,812	606,441,631	16.57% 16.57%	-	(10,871)		-	(10,871) (4,770)
	12-Dec-17 12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(4,754)	\$ 16,997.35 \$ 16,900.47	100,493,812	606,441,631	16.57%	-	(4,770)	-		(4,770)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(506)	\$ 1,796.30	100,488,552	606,441,631	16.57%	-	(506)			(506)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.55 3.55	(138) (57)	\$ 489.90 \$ 202.35	100,488,414 100,488,357	606,441,631	16.57% 16.57%		(138)	-		(138)
	12-Dec-17 12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(205)	\$ 727.75	100,488,152	606,441,631	16.57%	-	(205)			(205)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(1,449)	\$ 5,143.95	100,486,703	606,441,631	16.57%	-	(1,449)			(1,449)
	12-Dec-17 12-Dec-17	JPMSAL IPMSAI	Sale Sale	Equity Equity	AUD	3.55	(466)	\$ 1,654.30 \$ 2,967.80	100,486,237	606,441,631	16.57%	-	(836)	-		(466) (836)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(57)	\$ 202.35	100,485,344	606,441,631	16.57%	-	(57)			(57)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(929)	\$ 3,297.95	100,484,415	606,441,631	16.57%	-	(929)	-		(929)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.55 3.55	(14)	\$ 49.70 \$ 11,200.25	100,484,401	606,441,631	16.57%	-	(14)	-		(14)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(721)	\$ 2,559.55	100,480,525	606,441,631	16.57%	-	(721)			(721)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity	AUD AUD	3.55 3.56	(3,031)	\$ 10,760.05 \$ 5,151.32	100,477,494 100,476,047	606,441,631 606,441,631	16.57% 16.57%	-	(3,031)	-		(3,031)
	12-Dec-17 12-Dec-17	JPMSAL	Sale	Equity Equity	AUD	3.56	(1,984)	\$ 7,063.04	100,476,047	606,441,631	16.57%	-	(1,984)	-		(1,447)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(5,548)	\$ 19,750.88	100,468,515	606,441,631	16.57%	-	(5,548)			(5,548)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD AUD	3.55 3.56	(263)	\$ 933.65 \$ 829.48	100,468,252 100,468,019	606,441,631 606,441,631	16.57% 16.57%	-	(263)	-		(263) (233)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(740)	\$ 2,634.40	100,467,279	606,441,631	16.57%	_	(740)			(740)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(3,367)	\$ 11,986.52	100,463,912	606,441,631	16.57%	-	(3,367)	-		(3,367)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD AUD	3.56 3.56	(33)	\$ 117.48 \$ 192.24	100,463,879 100,463,825	606,441,631	16.57% 16.57%	-	(33)		-	(33)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(140)	\$ 498.40	100,463,685	606,441,631	16.57%	-	(140)			(140)
	12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity	AUD	3.56 3.56	(1,020)	\$ 3,631.20 \$ 3,161.28	100,462,665	606,441,631	16.57% 16.57%	-	(1,020)	-	-	(1,020)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.56	(888)	\$ 3,161.28 \$ 416.52	100,461,777	606,441,631	16.57%	-	(888)			(888)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(389)	\$ 1,384.84	100,461,271	606,441,631	16.57%		(389)		-	(389)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity	AUD	3.56 3.56	(102)	\$ 363.12 \$ 847.28	100,461,169	606,441,631	16.57% 16.57%	-	(102)		-	(102) (238)
	12-Dec-17 12-Dec-17	JPMSAL	Sale	Equity Equity	AUD	3.56	(226)	\$ 804.56	100,460,705	606,441,631	16.57%		(238)			(238)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(17)	\$ 60.52	100,460,688	606,441,631	16.57%	-	(17)			(17)
	12-Dec-17 12-Dec-17	JPMSAL IPMSAI	Sale Sale	Equity Equity	AUD	3.56 3.56	(980) (351)	\$ 3,488.80 \$ 1,249.56	100,459,708	606,441,631	16.57%	-	(980) (351)			(980) (351)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(413)	\$ 1,470.28	100,459,357	606,441,631	16.57%		(413)			(413)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(165)	\$ 587.40	100,458,779	606,441,631	16.57%		(165)			(165)
 	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.56 3.56	(225) (73)	\$ 801.00 \$ 259.88	100,458,554	606,441,631 606,441,631	16.57% 16.57%		(225)		-	(225) (73)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(239)	\$ 850.84	100,458,242	606,441,631	16.57%		(239)			(239)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(787)	\$ 2,801.72	100,457,455	606,441,631	16.57%		(787)		-	(787)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.56 3.56	(493) (118)	\$ 1,755.08 \$ 419.49	100,456,962 100,456,844	606,441,631 606,441,631	16.56% 16.56%		(493) (118)			(493) (118)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(117)	\$ 415.94	100,456,727	606,441,631	16.56%		(117)			(117)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity	AUD	3.56	(118)	\$ 419.49 \$ 415.94	100,456,609	606,441,631 606,441,631	16.56% 16.56%	-	(118)		-	(118)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale Sale	Equity Equity	AUD	3.56 3.56	(117)	\$ 415.94 \$ 419.49	100,456,492	606,441,631	16.56%		(117)		-	(117) (118)
	12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(117)	\$ 415.94	100,456,257	606,441,631	16.56%	-	(117)			(117)
	12-Dec-17 12-Dec-17	JPMSAL JPMSAL	Sale	Equity Equity	AUD	3.56 3.56	(139)	\$ 494.84 \$ 1,292.28	100,456,118 100,455,755	606,441,631	16.56% 16.56%	-	(139)		-	(139)
L	1z-D6C-1/	JPMSAL	Sale	Equity	AUD	3.56	(363)	\$ 1,292.28	100,455,755	606,441,631	16.56%	-	(363)	-	-	(363)

MYOB GROUP LTD - AU000000MYO9				1											
MIOD ORGOT ETD MOGGGGGGMTG7															Appendix
											Proprietary				
Transaction date	Entity	Type of transaction	Equity/ADR	Ccy	Price	Quantity	Consideration	Total Positions	Issued share capital	% Owned	JPMSplc	JPMSAL	JPMCBNA	JPMAL	Total
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(7)	\$ 24.89	100.455.748	606.441.631	16.56%		(7)		-	(7
12-Dec-17	IPMSAI	Sale	Equity	AUD	3.56	(112)	\$ 398.16	100.455.636	606,441,631	16.56%		(112)		-	(112
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(120)	\$ 426.60	100,455,516	606,441,631	16.56%		(120)		_	(120
12-Dec-17	IPMSAL	Sale	Equity	AUD	3.56	(117)	\$ 415.94	100,455,399	606,441,631	16.56%		(117)			(11)
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(117)	\$ 415.94	100,455,282	606,441,631	16.56%	-	(117)			(11
12-Dec-17	IPMSAI	Sale	Equity	AUD	3.56	(117)	\$ 415.94	100.455.165	606,441,631	16.56%		(117)		-	(11)
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(118)	\$ 419.49	100.455.047	606,441,631	16.56%	-	(118)		-	(118
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(101)	\$ 359.06	100.454.946	606,441,631	16.56%		(101)		-	(10
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(34)	\$ 120.87	100.454.912	606,441,631	16.56%	-	(34)		-	(34
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(29)	\$ 103.10	100,454,883	606,441,631	16.56%	-	(29)		-	(29
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(83)	\$ 295.07	100.454.800	606,441,631	16.56%	-	(83)		-	(83
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(23)	\$ 81.77	100,454,777	606,441,631	16.56%	_	(23)		-	(23
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.55	(234)	\$ 830.70	100.454.543	606,441,631	16.56%		(234)		-	(234
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(32)	\$ 113.92	100,454,511	606,441,631	16.56%	-	(32)		-	(32
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(828)	\$ 2,947.68	100,453,683	606,441,631	16.56%	_	(828)	-	-	(828
12-Dec-17	JPMSAL	Sale	Equity	AUD	3.56	(31,736)	\$ 112,980.16	100,421,947	606,441,631	16.56%	-	(31,736)		-	(31,736
12-Dec-17	IPMAI	J.P. Morgan ceased to have a relevant interest in MVOB Group Limited shares to the extent arising under the terms of a Block Trade Agreement between J.P. Morgan Australia Limited and Bain Capital Abacus Holdings L.P. pursuant to section 606(8) of the Corporations Act 2001 (cth) (See Appendix B provided in Form 603 disclosure dated 31 August 2017)	Equity	AUD	3.60	(97,222,222)	349,999,999,20	3.199.725	606.441.631	0.53%	_	_		(97,222,222)	(97,222,222
Balance as of 12 December 2017			Equity	AOD	3.00	(77,222,222)	347,777,777.20	3,199,725	606,441,631	0.53%	148.654	3.051.070	1		3.199.725
Balance as of 12 December 2017				1	1	1	i i	3,199,725	000,441,031	0.33%	148,034	3,051,070			3,199,725
JPMCBNA-JPMORGAN CHASE BANK, N.A.															
JPMSAL-J.P. Morgan Securities Australia Limited															
JPMAL-J.P. MORGAN AUSTRALIA LIMITED															
JPMSplc- J.P. Morgan Securities plc															-
												 			
		<u> </u>													
	L	L		1	I I							1		l	Ц

Appendix: Prescribed information pursuant to securities lending transaction disclosed under the substantial shareholding notice filed with ASX.

T
15-Dec-17
MYOB GROUP LTD
AU000000MYO9
12-Dec-17
Overseas Securities Lender's Agreement (For Non-US Borrowers) ("OSLA")
The Bank of New York Mellon Corporation (formerly known as The Bank of New York) (acting as agent) ("lender"), J.P. Morgan Securities plc (formerly known as J.P. Morgan Securities Limited) ("borrower")
Trade date Quantity 18-Sep-17 79,347
Borrower
Yes
The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4(B)(ii) of the standard form OSLA.
None
Yes
Borrower has right to return all and any equivalent securities early at any time in accordance with the lender's instructions.
Yes
Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Yes
No exceptions
If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities plc will give a copy of the OSLA to that company or ASIC.

Appendix: Prescribed information pursuant to securities lending transaction disclosed under the substantial shareholding notice filed with ASX.

Date:	15-Dec-17
Company's name:	MYOB GROUP LTD
ISIN:	AU000000MYO9
Date of change of relevant interests:	12-Dec-17
Schedule	
Type of agreement	Overseas Securities Lender's Agreement ("OSLA")
Parties to agreement	J.P. Morgan Securities Limited ("borrower") and Citibank N.A. ("lender")
Transfer date	Trade date Quantity 25-Aug-17 65,297
Holder of voting rights	Borrower
Are there any restriction on voting rights	Yes
If yes, detail	The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4(B)(vi) of the standard form OSLA.
Scheduled return date (if any)	None
Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities at any time by giving notice on any business day of not less than the standard settlement time for such equivalent securities on the exchange or in the clearing organisation through which the relevant borrowed securities were originally delivered. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Limited will give a copy of the OSLA to that company or ASIC.