

ASX ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

SYDNEY, Monday 13 October 2014: 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 20 November 2014 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney.

For further information, please contact:

Jillian McGregor
Company Secretary
(02) 8006 5900

NOTICE OF 2014 ANNUAL GENERAL MEETING

MANAGED ACCOUNTS HOLDINGS LIMITED

ACN 128 316 441

11:00am (Sydney time)

Thursday 20 November 2014

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 20 November 2014 (**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

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

VOTING BY PROXY

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.

To vote by proxy, please complete and sign a proxy form and return by:

- (a) post to Registry Direct, PO Box 18366, Collins Street East VIC 8003;
- (b) facsimile on facsimile number +61 3 9111 5652;
- (c) hand or courier delivery to Registry Direct, Level 2, Professional Chambers, 120 Collins Street, Melbourne VIC 3000,

so that it is received not later than 11:00am (Sydney time) on Tuesday 18 November 2014.

Alternatively, you may lodge your proxy appointment on-line at www.registrydirect.com.au/investor. Access details will be provided to you by email. If you have any problems accessing the on-line service, please contact the Company's share registry on 1300 55 66 35 or +61 3 9020 7934 (outside Australia).

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 20 November 2014, 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.

The Board believes that all the Resolutions referred to in this Notice of Annual General Meeting are in the best interests of the Company and its shareholders and encourages you to vote in favour of all of the Resolutions.

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 20 November 2014. If you are unable to attend please ensure that you lodge a proxy by the required date and time.

Yours sincerely,

Don 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 20 November 2014.

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 18 November 2014.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the financial year ended 30 June 2014 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 2014 be adopted.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PAUL COLLINS

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

“That Paul Collins, 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.”

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 chair of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the chair 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 (or if the company is part of a consolidated entity, for the entity).

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.

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chairman to vote eligible undirected proxies in favour of Resolutions 1 and 2.

In respect of Resolution 1 only, 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: 13 October 2014

BY ORDER OF THE BOARD



Don 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 20 November 2014 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 2014 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 2014 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 2014. The 2014 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.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PAUL COLLINS

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, Paul Collins, is eligible for re-election and accordingly submits himself for re-election as a director of the Company.

Mr Collins was first appointed to the Board on 5 November 2007. He retired and was re-elected as a director at the Company's annual general meeting on 22 November 2012.

Mr Collins (BAppSc(CompSc), MAICD) has over 25 years of experience in the financial services industry.

After employment with IBM and then ComputerPower, Mr Collins established his own consulting company and contracted to various government and financial services organisations, with expertise primarily in software development, operational and relationship management roles.

Taking up the Development Manager role with IOOF for 7 years and being responsible for the redevelopment of multiple investment management platforms onto a new leading edge in-house platform, Mr Collins left to become one of the founding directors of IWL Ltd (a stockbroking and financial services company) helping to guide it through start up to listing on the ASX.

Having retired from executive roles in 2004, Mr Collins was a founding director of managedaccounts.com.au in 2004 and played a major role in establishing the technological direction of the company.

The Board does not consider Mr Collins to be an independent director as he is a substantial shareholder of the Company. However, the Board considers that the substantial shareholding of Mr Collins will help to align his interests with those of other security holders and will not compromise his ability to act in the best interests of the Company and its security holders generally.

Recommendation

The Board supports the re-election of Mr Collins.

The directors (Mr Paul Collins abstaining) recommend that shareholders vote in favour of Resolution 2.

Name and Address

LODGE YOUR VOTE

	www.registrydirect.com.au/investor/login/MGP	
	By mail Managed Accounts Holdings Limited C/- Registry Direct PO Box 18366 Collins Street East VIC 8003	In Person Registry Direct 120 Collins Street Melbourne VIC 3000
	By facsimile +61 3 9111 5652	All enquiries 1300 55 66 35 (within Australia) +61 3 9020 7934 (outside Australia)

☐

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 FORM MUST BE RECEIVED BEFORE 11:00am (Sydney time) on Tuesday 18 November 2014

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. All your securities will be voted in accordance with such a direction unless you indicate 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 18 November 2014** (being 48 hours before the commencement of the meeting at 11:00am on Thursday 20 November 2014). 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)) and will be allocated a Meeting Control Number

BY MAIL

Registry Direct
PO Box 18366
Collins Street East VIC 8003

BY FAX

+61 3 9111 5652

IN PERSON

Registry Direct
Level 2, Professional Chambers
120 Collins Street Melbourne VIC 3000

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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

<input type="checkbox"/>	the Chairman of the Meeting (mark with an 'X')	OR	<input type="text"/>
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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 20 November 2014 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 Resolution 1

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 Resolution 1 even though that item is 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 Resolution 1 in Step 2 below.

The Chairman of the Meeting will vote all undirected proxies in favour of Resolution 1.

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 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of director – Paul Collins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised 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.

*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.

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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2014