



Allens Arthur Robinson

Date 19 December 2008

ABN 47 702 595 758

Page 1 of 6

From Kristy Lee

Deutsche Bank Place
Corner Hunter and Phillip Streets
Sydney NSW 2000
Australia

To Company Announcements Office

Tel 61 2 9230 4000
Fax 61 2 9230 5333

The Australian Securities Exchange, Sydney

Fax 1300 135 638

Correspondence
GPO Box 50
Sydney NSW 2001
Australia
DX 105 Sydney

www.aar.com.au

Dear Sir/Madam

Manhattan Software Bidco Pty Limited – takeover bid for MYOB Limited
Update on relevant interests and acceptance facility

Manhattan Software Bidco Pty Limited (**Manhattan Software**) announces that, as at 18 December 2008:

- the number of MYOB Limited (**MYOB**) shares the subject of acceptance instructions held under the shareholder acceptance facility described in Manhattan Software's fifth Supplementary Bidder's Statement dated 17 December 2008 (**Acceptance Facility**); and
- the number of MYOB shares in which Manhattan Software has a relevant interest,

in relation to its takeover offer for all the MYOB shares (the **Offer**) are as follows:

	Number of MYOB shares		Percentage of MYOB shares (based on Issued share capital of 390,024,755 MYOB shares)	
	Previous update	Current	Previous update	Current
Acceptance instructions held in the Acceptance Facility	Nil	Nil	Nil	Nil
Relevant interests	205,133,413	209,783,030	52.59%	53.79%
Total	205,133,413	209,783,030	52.59%	53.79%

Acceptance instructions deposited into the Acceptance Facility do not constitute acceptances of Offers under the bid and accordingly, the MYOB shares in which Manhattan Software has a relevant interest (as disclosed above) do not include the acceptance instructions held by the Facility Agent (being UBS Securities Australia Limited) in accordance with the terms of the Acceptance Facility.

In accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth), we attach on behalf of Manhattan Software a copy of a Form 604 setting out the information required under section 671B(3) of the Act. A copy of this form has been provided to MYOB.

ksls A0111679169v1 205953611

This document and any following pages may contain personal information and is intended solely for the named addressee. It is confidential and may be subject to legal or other professional privilege. Any confidentiality or privilege is not waived or lost because this document has been sent to you by mistake. The copying or distribution of this document or any information in it by anyone other than the addressee, is prohibited. If you have received this document in error, please let us know by telephone, and then return it by mail to the address above. We will refund your costs of doing so. Any personal information in this document must be handled in accordance with the Privacy Act 1988 (Cth). We may collect personal information about you in the course of our dealings with you. Our privacy statement (www.aar.com.au/general/privacy.htm) tells you how we usually collect and use your personal information and how you can access it.

Sydney
Melbourne
Brisbane
Perth
Bangkok
Beijing
Hong Kong
Jakarta
Phnom Penh
Port Moresby
Shanghai
Singapore

Australian Securities Exchange

Allens Arthur Robinson



Yours faithfully

Kristy Lee
Lawyer
Kristy.Lee@aar.com.au
Tel 61 2 9230 5072

Tom Story
Partner

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MYOB Limited (MYOB)

ACN/ARSN 086 760 303

1. Details of substantial holder (1)

Name Manhattan Software Bidco Pty Limited (ACN 133 875 126) (Bidder) and each of the entities listed in Annexure "A" (Bidder Group), which include parties to the Bidding and Investment Deed, associates of the Bidder in relation to MYOB and their controllers

ACN/ARSN (if applicable) See above

There was a change in interests of the substantial holder on 18/12/2008

The previous notice was given to the company on 18/12/2008

The previous notice was dated 18/12/2008

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's Votes	Voting Power (5)
Ordinary shares (MYOB Shares)	205,133,413	52.59%	209,783,030	53.79% (based on 390,024,755 MYOB Shares on issue)

3. Changes in relevant interests

Particulars of each change in or change in the nature of a relevant interest of the substantial holder or an associate 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	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/12/2008	Bidder and each member of the Bidder Group	Acquisition of relevant interest in MYOB Shares pursuant to acceptance of Offers for MYOB Shares set out in Bidder's replacement Bidder's Statement dated 17 November 2008 (as supplemented) (Bidder's Statement).	As set out in the Bidder's Statement	4,649,617 MYOB Shares	1.19% (2 dec pl)

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities affected	Person's votes
Bidder and each member of the Bidder Group	Various persons who accepted offers referred to in paragraph 3 above	Bidder	<p>Bidder has a relevant interest under s608(1) of the Corporations Act pursuant to acceptances of the Offers. Bidder's power to vote or dispose of MYOB Shares is qualified until Bidder becomes the registered holder of those MYOB Shares. Details of the circumstances in which Bidder may exercise the power to vote the MYOB Shares prior to becoming the registered holder are set out in the Bidder's Statement. Bidder will not become the registered holder of those MYOB Shares until after the record date of the special dividend to be announced by MYOB.</p> <p>Members of the Bidder Group are, under section 608(3) of the Corporations Act, taken to have a relevant interest by reason of either having voting power above 20% in the Bidder or by reason of controlling the Bidder.</p>	209,783,030 MYOB Shares	53.79% (2 dec pt)

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Bidder	Suite 7, Pier 2/3, 13 Hickson Road, Dawes Point NSW 2000
Bidder Group	See Annexure "A"

Signature

print name Craig Wood

capacity Director

sign here



date 19/12/2008

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.

- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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 8 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, moneys 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.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure "A" of 1 page referred to in the Form 604 signed by me and dated 19 December 2008.

19 December 2008

Date


Craig Wood
 Director
 Manhattan Software Bidco Pty Limited

The Bidder Group

Name	Country of incorporation	Address
Archer Capital Trust 4A Pty Limited (ACN 123 463 749) in its capacity as trustee of the Archer Capital Trust No. 4A	New South Wales, Australia	c/o Archer Capital Pty Limited Suite 7, Pier 2/3 13 Hickson Rd Dawes Point NSW 2000 Australia
Archer Capital Trust 4B Pty Limited (ACN 123 463 810) in its capacity as trustee of the Archer Capital Trust No. 4B	New South Wales, Australia	c/o Archer Capital Pty Limited Suite 7, Pier 2/3 13 Hickson Rd Dawes Point NSW 2000 Australia
AC4 Belco BVBA	Belgium	c/o Archer Capital Pty Limited Suite 7, Pier 2/3 13 Hickson Rd Dawes Point NSW 2000 Australia
Archer Capital Fund 4 L.P. acting through its general partner Archer Capital GP4 Limited	Cayman Islands	Harbour Place 103 Church Street George Town, Grand Cayman Cayman Islands
HarbourVest International Private Equity Partners V-Direct Fund L.P.	United States of America	c/o HarbourVest Partners, LLC. One Financial Center 44 th Floor Boston MA 02111 United States of America
HarbourVest Partners 2007 Direct Fund L.P.	United States of America	c/o HarbourVest Partners, LLC. One Financial Center 44 th Floor Boston MA 02111 United States of America
HarbourVest Partners, LLC.	United States of America	One Financial Center 44 th Floor Boston MA 02111 United States of America
HarbourVest Partners L.P.	United States of America	c/o HarbourVest Partners, LLC. One Financial Center 44 th Floor Boston MA 02111 United States of America
Manhattan Software Holdings Pty Limited (ACN 133 874 736)	Victoria, Australia	c/o Archer Capital Pty Limited Suite 7, Pier 2/3 13 Hickson Rd Dawes Point NSW 2000 Australia
Manhattan Software Cayman Holdings Limited	Cayman Islands	c/o Archer Capital Pty Limited Suite 7, Pier 2/3 13 Hickson Rd Dawes Point NSW 2000 Australia