



Allens Arthur Robinson

**Date** 30 December 2008

ABN 47 702 595 758

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Dear Sir/Madam

**Manhattan Software Bidco Pty Limited – takeover offer for MYOB Limited**

We act for Manhattan Software Bidco Pty Limited (*Manhattan Software*) in relation to the above-mentioned takeover offer (*Offer*).

In accordance with section 647(3)(b) of the Corporations Act, we attach Manhattan Software's sixth Supplementary Bidder's Statement in relation to the Offer and ASX release. The sixth Supplementary Bidder's Statement also constitutes a notice under section 650D of the Corporations Act and a notice pursuant to ASX Listing Rule 3.2.

A copy of the sixth Supplementary Bidder's Statement has been served on MYOB Limited and was lodged with ASIC today.

Yours faithfully



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End

**Our Ref** TGSB:205953611

rsbs A0111719873v1 205953611 30.12.2008

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This document is a Supplementary Bidder's Statement dated 30 December 2008 under section 643 of the Corporations Act 2001 (Cth). It incorporates a notice under section 650D of the Corporations Act and a notice pursuant to ASX Listing Rule 3.2. It is the sixth Supplementary Bidder's Statement issued by Manhattan Software Bidco Pty Limited (**Manhattan Software**) in relation to its takeover offer for all of the shares in MYOB Limited (**MYOB**) (the **Offer**). This Supplementary Bidder's Statement supplements, and should be read together with, the replacement Bidder's Statement dated 17 November 2008 (which reflects the original Bidder's Statement dated 30 October 2008 as amended by the first Supplementary Bidder's Statement dated 17 November 2008), the second Supplementary Bidder's Statement dated 28 November 2008, the third Supplementary Bidder's Statement dated 11 December 2008, the fourth Supplementary Bidder's Statement dated 15 December 2008 and the fifth Supplementary Bidder's Statement dated 17 December 2008 (collectively the **Bidder's Statement**). This Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement. A copy of this Supplementary Bidder's Statement was lodged with ASIC on 30 December 2008. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement. This Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Manhattan Software. Words and phrases defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement unless the context requires otherwise.

30 December 2008

Dear MYOB Shareholder

## TAKEOVER OFFER FOR MYOB LIMITED

We wrote to you before Christmas to inform you that (among other things) Manhattan Software had obtained control over more than 50.1% of the MYOB Shares, that the Offer had become unconditional and that the Offer was due to close at 7.00pm (Sydney time) on 31 December 2008.

We also wrote to you to advise that if Manhattan Software obtains more than 90% of the MYOB Shares (via acceptances of the Offer and through the Acceptance Facility) and the debt financing conditions to the Senior Facility are satisfied or waived<sup>1</sup>, the Offer consideration will be increased by 10 cents per MYOB Share and MYOB Shareholders who validly accept the Offer will receive value of up to \$1.1564 per MYOB Share, comprising:

- \$1.04 cash per MYOB Share payable by Manhattan Software, representing a 10 cent increase in the cash consideration from \$0.94 per MYOB Share; and
- a Special Dividend of 8.15 cents per MYOB Share payable by MYOB, and value of up to 3.49 cents in the form of franking credits<sup>2</sup>.

I am pleased to advise that approximately 86.64% of the MYOB Shares (including almost all of the MYOB Shares owned or controlled by members of the MYOB Board) have either been accepted into the Offer or placed into the Acceptance Facility<sup>3</sup>.

To provide additional time for MYOB Shareholders to accept the Offer and for the 90% level to be reached, Manhattan Software has decided to extend the Offer Period.

<sup>1</sup> Manhattan Software is confident that the debt financing conditions will be satisfied or waived once Manhattan Software receives Offer acceptances and acceptance instructions in the Acceptance Facility which in aggregate represent more than 90% of the MYOB Shares.

<sup>2</sup> The extent to which any MYOB Shareholder can benefit from the franking credits depends on that MYOB Shareholder's individual tax circumstances. MYOB Shareholders should seek their own independent advice regarding the tax consequences of accepting the Offer and their entitlement to the Special Dividend.

<sup>3</sup> As at close of business on 29 December 2008, approximately 56.48% of the MYOB Shares have been accepted into the Offer and approximately 30.16% of the MYOB Shares have been placed into the Acceptance Facility.

Accordingly, Manhattan Software hereby gives notice, in accordance with section 650D of the Corporations Act, that it varies the Offer by extending the Offer Period by 14 days so that it is now scheduled to close at **7.00pm (Sydney time) on Wednesday 14 January 2009<sup>4</sup>**.

Further, in accordance with ASX Listing Rule 3.2, Manhattan Software gives notice that:

- as at the date of the Offer (being 18 November 2008), Manhattan and its associates did not have a relevant interest in any MYOB Shares; and
- as at close of business on 29 December 2008, the aggregate relevant interest of Manhattan Software and its associates in MYOB Shares was 56.48% (note that this figure does not include the MYOB Shares held in the Acceptance Facility).

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### ACT NOW OR THE OFFER INCREASE MAY FAIL

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You can accept the Offer by completing the Acceptance Form (previously sent to you) and choose one of the methods below to lodge your acceptance such that it is received before the end of the Offer Period<sup>5</sup>. Accepting directly into the Offer by completing and lodging the Acceptance Form will guarantee you receive cash from Manhattan Software and, assuming Manhattan Software obtains acceptances for more than 90% of the MYOB Shares, that you will receive the majority of the cash consideration for your MYOB Shares sooner than if you lodge acceptance instructions into the Acceptance Facility.

**1. Post the Acceptance Form to:**

Link Market Services Limited  
Manhattan Software Takeover Offer  
Locked Bag A14  
Sydney South NSW 1235  
Australia

**2. Hand deliver the Acceptance Form to:**

Link Market Services Limited  
Manhattan Software Takeover Offer  
Level 12, 680 George Street  
Sydney NSW 2000  
Australia

Alternatively, if your MYOB Shares are held on the CHESS subregister, you can directly instruct your Controlling Participant (i.e. usually your broker) to accept the Offer on your behalf

Alternatively, you can lodge acceptance instructions into the Acceptance Facility (using the documents previously sent to you). Remember to complete and return both the blue Acceptance Facility form and the Acceptance Form.

MYOB Shareholders who have any questions about the Offer should call the Manhattan Software Offer Information Line on 1800 451 641 (toll free within Australia) or +61 2 8280 7786 (from outside Australia).

Yours sincerely




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Craig Wood  
Director, Manhattan Software Bidco Pty Limited

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<sup>4</sup> This may be further extended in accordance with the Corporations Act.

<sup>5</sup> The process by which the Offer can be accepted is set out in sections 8.4 and 8.5 of the Bidder's Statement. Notwithstanding anything in those sections, Manhattan Software reserves the right (but is not obliged) to treat Acceptance Forms lodged by facsimile or electronic mail as valid. MYOB Shareholders wishing to lodge their Acceptance Form in this manner should call the Manhattan Software Offer Information Line on 1800 451 641 (toll free within Australia) or +61 2 8280 7786 (from outside Australia).