

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme MYOB Group Ltd.

ACN/ARSN 153 094 958

1. Details of substantial holder (1)

Name Manikay Partners, LLC and the entities listed in item 3 below

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 28 February 2019

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	44,108,965	44,108,965	7.48%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Manikay Partners, LLC	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the Corporations 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager	43,608,965 Fully Paid Ordinary Shares
Manikay Master Fund, LP	Holder of securities	33,082,863 Fully Paid Ordinary Shares
Manikay Merger Fund, LP	Holder of securities	10,526,302 Fully Paid Ordinary Shares
Jangus Pty Limited	Holder of securities	500,000 Fully Paid Ordinary Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Class and number of securities
Please see Annexure A to this Notice			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Please see Annexure B to this Notice			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Please see Annexure A to this Notice	

7. Addresses

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

Name	Address
Please See Annexure A to this Notice	

Signature

print name David Drinkwater

capacity CCO

sign here



date 27 February 2019

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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 9 of the Corporations Act 2001.
- (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) 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.

Annexure A

This is Annexure A of 1 page referred to in Form 803, Notice of Initial Substantial Holder.

(4) Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Manikay Partners, LLC	UBS Securities, LLC	Manikay Master Fund, LP	33,082,663 Ordinary Shares
Manikay Partners, LLC	UBS Securities, LLC	Manikay Merger Fund, LP	10,526,302 Ordinary Shares
Manikay Master Fund, LP	UBS Securities, LLC	Manikay Master Fund, LP	33,082,663 Ordinary Shares
Manikay Merger Fund, LP	UBS Securities, LLC	Manikay Merger Fund, LP	10,526,302 Ordinary Shares
Jangus Pty Limited	HSBC Custody Nominees (Australia) Limited	Jangus Pty Limited	500,000 Ordinary Shares

(6) Associates

Name and ACN/ARSN (if applicable)	Nature of Association
Manikay Master Fund, LP	A fund managed by Manikay Partners, LLC
Manikay Merger Fund, LP	A fund managed by Manikay Partners, LLC
Jangus Pty Limited ACN 085 354 314	Member of affiliate of Manikay Partners, LLC

(7) Addresses

Name	Address
Manikay Partners, LLC Manikay Master Fund, LP Manikay Merger Fund, LP	601 Lexington Avenue 59th Floor New York, NY 10022
UBS Securities, LLC	1285 Avenue of the Americas New York, NY 10019
Jangus Pty Limited	CF-601 Lexington Avenue 59th Floor New York, NY 10022
HSBC Custody Nominees (Australia) Limited	GPO Box 5302 Sydney, NSW 2001



27 Feb. 2019

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Annexure B

This is Annexure B of 1 page referred to in Form 603, Notice of Initial Substantial Holder.

Holder of relevant interest	Date of Acquisition	Consideration		Class and number of securities affected	
		Cash	Non-cash		
Manikay Master Fund, LP	02/11/2018	1,609,840.72		456,275	Ordinary Shares
Manikay Master Fund, LP	05/11/2018	3,203,615.32		938,725	Ordinary Shares
Manikay Master Fund, LP	06/11/2018	699,952.00		202,500	Ordinary Shares
Manikay Master Fund, LP	07/11/2018	1,891,890.00		540,000	Ordinary Shares
Manikay Master Fund, LP	14/11/2018	1,461,214.74		450,000	Ordinary Shares
Manikay Master Fund, LP	28/11/2018	1,141,778.12		330,324	Ordinary Shares
Manikay Master Fund, LP	24/12/2018	617,066.25		250,000	Ordinary Shares
Manikay Master Fund, LP	03/01/2019	8,683,310.00		2,000,000	Ordinary Shares
Manikay Master Fund, LP	04/01/2019	412,662.90		123,372	Ordinary Shares
Manikay Master Fund, LP	08/01/2019	220,168.68		65,689	Ordinary Shares
Manikay Master Fund, LP	09/01/2019	798,772.91		237,968	Ordinary Shares
Manikay Master Fund, LP	10/01/2019	2,337,708.43		696,443	Ordinary Shares
Manikay Master Fund, LP	10/01/2019	3,354,960.00		1,000,000	Ordinary Shares
Manikay Master Fund, LP	26/02/2019	63,046,662.41		18,698,859	Ordinary Shares
Manikay Merger Fund, LP	02/11/2018	176,870.41		50,697	Ordinary Shares
Manikay Merger Fund, LP	05/11/2018	365,868.04		104,303	Ordinary Shares
Manikay Merger Fund, LP	06/11/2018	77,772.44		22,500	Ordinary Shares
Manikay Merger Fund, LP	07/11/2018	210,210.00		60,000	Ordinary Shares
Manikay Merger Fund, LP	14/11/2018	184,578.42		50,000	Ordinary Shares
Manikay Merger Fund, LP	28/11/2018	126,665.36		36,703	Ordinary Shares
Manikay Merger Fund, LP	24/12/2018	617,066.25		250,000	Ordinary Shares
Manikay Merger Fund, LP	26/02/2019	33,692,944.82		10,023,365	Ordinary Shares

Handwritten: 27 Feb 2019
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