ABN 26 133 623 962
Level 2, 137 Harrington Street
Hobart 7000
Tasmania Australia

14 September 2018

The Manager
Company Announcements
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

MyState Limited – 2018 Notice of Annual General Meeting

We attach the 2018 Notice of Meeting and Proxy form which are being sent to shareholders in relation to the Company's Annual General Meeting to be held on 18 October 2018.

Yours faithfully,

Scott Lukianenko
Company Secretary

MyState Limited
ACN 133 623 962

Notice of **Annual General Meeting 2018**

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The Annual General Meeting of the shareholders of MyState Limited will be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018 commencing at 10.30 a.m., Hobart time.

Chairman's Letter

MyState Limited
ABN 26 133 623 962

Dear Shareholder,

On behalf of our board, I have great pleasure in inviting you to attend MyState's annual general meeting (AGM) to be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018, starting at 10.30 a.m.

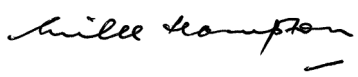
At the meeting we will report to shareholders on the company's financial performance during the year to 30 June 2018, and our outlook for the coming year.

The enclosed Notice of Meeting contains the AGM agenda including the items of business, as well as an explanatory memorandum which provides information on the resolutions which will be voted upon at the meeting.

If you would like to vote but are unable to attend the AGM, you will need to appoint a proxy to vote on your behalf. Proxies can be appointed online via our share registry's website at www.investorvote.com.au or by returning the enclosed proxy form by fax or mail to the address shown above.

I look forward to seeing you at the meeting.

Yours sincerely



Miles Hampton
Chairman

MyState Limited
ABN 26 133 623 962
137 Harrington Street, Hobart,
Tasmania, 7000.
Tel: 138 001 Fax: (03) 6215 9760

Notice of **Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the shareholders of MyState Limited will be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018 commencing at 10.30 a.m. (Hobart Time).

Business

1. Financial Statements and Reports

To receive and consider the Financial Reports, the Directors' Report and the Auditor's report for the year ended 30 June 2018.

2. Election of Directors

To consider and, if thought fit, pass the following ordinary resolutions:

(a) "**THAT** Miles Hampton who retires from the office of Director by rotation in accordance with section 62 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

(b) "**THAT** Stephen Lonie who retires from the office of Director by rotation in accordance with section 62 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

(c) "**THAT** Andrea Waters who retires from the office of Director in accordance with rule 61.2 of the Constitution and ASX Listing Rule 14.4, being eligible and offering herself for re-election, be re-elected as a Director of the Company."

(d) "**THAT** Warren Lee who retires from the office of Director in accordance with rule 61.2 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

3. Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution:

"**THAT** the Remuneration Report of the Company for the year ended 30 June 2018 be adopted."

Voting Exclusion

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, or their closely related parties, whether as shareholder or proxy.

However, a vote may be cast by a KMP or a closely related party if:

- the vote is cast as a proxy in accordance with a direction by the shareholder as to how the proxy is to vote on the resolution; and,
- the vote is not cast on behalf of a KMP or a closely related party of a KMP;

or

- the proxy is the chair of the meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution;
- the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Shareholders who intend to appoint the Chairman of the meeting as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolutions 3 and 4".

4. Approval of the Managing Director and Chief Executive Officer's Participation in the Executive Long Term Incentive Plan (ELTIP)

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

"**THAT**, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to offer the Managing Director and Chief Executive Officer (Mr Melos Sulicich) participation in the 2018 ELTIP which may entitle Mr Sulicich to be issued a maximum number of 64,375 fully paid ordinary shares in the Company on the terms set out in the Explanatory Memorandum to this Notice of Meeting."

Business

Voting Exclusion

In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:

- the proxy is either a:
  - member of the Company's KMP; or
  - closely related party of a KMP; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the chair of the meeting; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in favour of this resolution by all Directors who are eligible to participate in the ELTIP and any associates of those persons.

However, the Company need not disregard a vote on these resolutions if they are cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Shareholders who intend to appoint the Chairman of the meeting as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolutions 3 and 4".

Explanatory memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to Vote

Snapshot time

It has been determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are the registered shareholders at 7.00 p.m. (Hobart time) on Tuesday 16 October 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting by Proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

- if proxy holders vote, they must cast all directed proxies as directed; and,
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, members are advised of the following:

- A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a representative of a body corporate.
- A proxy need not vote on a show of hands, however if a proxy does vote on a show of hands, the proxy must vote as directed.
- A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If a shareholder appoints two or more proxies that specify different ways to vote on a resolution, none of the proxies may vote on a show of hands.

Business

- If an appointed proxy is not also the Chairman of the meeting, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the shareholder. If a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the meeting to vote as directed. If the appointed proxy is the Chairman of the meeting, the proxy must vote on a poll in the manner directed by the shareholder.
- Unless otherwise directed, the Chairman intends to vote all proxies in favour of each item of business.

Important information concerning proxy votes for Resolutions 3 and 4

The Corporations Act places certain restrictions on the ability of key management personnel and their closely related parties to vote on the advisory resolution to adopt the Company's remuneration report and resolutions connected directly or indirectly with the remuneration of the Company's key management personnel. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Members of key management personnel include directors (both executive and non-executive) and certain senior executives. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2018. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.

For these reasons, shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all resolutions. In particular, shareholders who intend to appoint the Chairman of the meeting as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all resolutions.

The Chairman of the meeting intends to vote undirected proxies in favour of each of Resolutions 3 and 4.

If you do appoint the Chairman as your proxy but you do not direct the Chairman how to vote in respect of Resolutions 3 and 4 by also marking a voting box, your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote your proxy in favour of each of Resolutions 3 and 4. This express authorisation acknowledges that the Chairman will vote your proxy even if he or she has an interest in the outcome of Resolutions 3 and 4 and even if the Resolutions are connected directly or indirectly with remuneration of a member of the key management personnel of the Company and accordingly your votes will be counted in calculating the required majority if a poll is called.

A Proxy Form accompanies this Notice and to be effective must be received at least 48 hours before the appointed time of the meeting at the Company's corporate registry:

By Post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
By Hand	Computershare Investor Services Pty Limited 452 Johnston Street Abbotsford VIC 3067
Online	www.investorvote.com.au
Fax	(within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting By Attorney

A member may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or at the Company's corporate registry listed above, at least 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a member, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Scrutineer

The Company's External Auditor, Wise Lord & Ferguson will act as scrutineer for any polls that may be required at the meeting.

By Order of the Board



S Lukianenko
Company Secretary
14 September 2018
137 Harrington Street
Hobart Tasmania 7000

MyState Limited
ABN 26 133 623 962

Explanatory Memorandum

Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide shareholders with sufficient information to consider the resolutions contained in the accompanying Notice of Annual General Meeting of the Company to be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018 commencing at 10.30 a.m. (Hobart Time).

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the resolutions.

Item 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and auditor's report of the Company for the financial year ended 30 June 2018 will be laid before the Meeting.

No vote of the members is required on this item, and a resolution will not be put to the meeting.

Shareholders will be provided with the opportunity to ask questions or raise comments about these reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company's External Auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

Item 2 – Election of Directors

Pursuant to section 62 of the Constitution, non-executive directors Miles Hampton and Stephen Lonie will retire at the Annual General Meeting and being eligible to do so, have offered themselves for re-election. Mr Hampton and Mr Lonie were last re-elected in 2015.

Pursuant to section 61 of the Constitution, Director's Andrea Waters and Warren Lee were each appointed to a casual vacancy as an independent non-executive director of the Company on 19 October 2017 and as such may only hold office until the end of the next Annual General Meeting. Ms Waters and Mr Lee, being eligible to do so, offer themselves for election.

The Board considers that Mr Hampton, Mr Lonie, Ms Waters and Mr Lee is each an independent non-executive director.

The four resolutions set out in Item 2 of the Notice of Meeting seek shareholder approval to elect each of these candidates. To be successfully elected as a Director, each candidate must receive more votes 'For' than 'Against'.

The experience, qualifications and other information about each candidate is set out below.

Candidate Details

Miles Hampton
BEc (Hons), FCPA, FAICD

Mr Hampton was appointed a Director of MyState Limited on 12 February 2009 and became Chairman on 29 October 2013. He has been a Director of Tasmanian Perpetual Trustees Limited since July 2006. He was appointed a Director of MyState Bank Limited in September 2009.

Mr Hampton is a member of the MyState Limited Board's Group Audit Committee, Group Remuneration Committee and Chair of the Group Nominations and Corporate Governance Committee.

Mr Hampton was Managing Director of ASX listed agribusiness and real estate public company, Roberts Limited from 1987 until 2006.

He is currently Chairman of TasWater and has previously been a Director of public companies Ruralco Holdings Ltd, Australian Pharmaceutical Industries, Wentworth Holdings Ltd, Money3 Corporation Ltd, HMA Ltd and Gibsons Ltd and was a Director of Impact Fertilisers Pty Ltd, Chairman of Forestry Tasmania, Chairman of Hobart Water and Deputy Chairman of The Van Diemen's Land Company.

Stephen Lonie
B Com, MBA, FCA, FFin, FAICD, FIMCA

Mr Lonie was a former Partner of the international accounting and consulting firm, KPMG, and now practices as an independent management consultant.

Currently, he is non-executive Chairman of Central Queensland mining group, Jellinbah Resources Pty Ltd and is also Chairman of Apollo Tourism & Leisure Ltd and a non-executive Director of Corporate Travel Management Ltd and Retail Food Group Ltd.

Mr Lonie is a member of the MyState Limited Board's Group Audit Committee, Group Remuneration Committee and Chair of the Group Technology Committee.

Andrea Waters
BCom, FCA, MAICD

Ms Waters is an experienced auditor, accountant and Non-Executive Director with over 30 years' experience in Financial Services.

She is a Fellow of Chartered Accountants Australia & New Zealand and a member and accredited facilitator of the Australian Institute of Company Directors.

She is a former partner with KPMG (until 2012) specialising in Financial Services audit. For the past six years she has been a professional Non-Executive Director and is currently a Director of Cash Converters

International Limited (ASX:CCV), Care Super, Bennelong Funds Management Group, Citywide Service Solutions Pty Ltd and Colonial Foundation.

She was previously a Director of The Lord Mayors Charitable Foundation, Chartered Accountants Australia and New Zealand and Cancer Council Victoria. Ms Waters is the Chair of the MyState Limited Board's Group Audit Committee and a member of the Group Risk Committee.

Warren Lee
BCom, CA

Mr Lee has extensive experience and a long record of leadership in the international financial services industry, including 15 years at AXA in senior management positions within the company's Australian and Asian businesses.

Mr Lee's two most recent executive positions were Chief Executive Officer of the Victorian Funds Management Corporation and Chief Executive Officer, Australia and New Zealand for AXA Asia Pacific Holdings Limited.

Mr Lee is currently a non-executive director of Tower Limited. He has a Bachelor of Commerce from the University of Melbourne and is a member of Chartered Accountants Australia and New Zealand.

Mr Lee is a member of the MyState Limited Board's Group Audit Committee, Group Risk Committee and Group Technology Committee.

Resolution Recommendations

The Directors (excluding, in respect of each resolution, the retiring Director) recommend that shareholders vote in favour of each of the four resolutions set out in Item 2 of the Notice of Meeting.

Item 3 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is included in the Directors Report section of the 2018 Annual Report which is also available on the Company's website at www.mystatelimited.com.au.

The Remuneration Report sets out the remuneration arrangements of the Managing Director and Chief Executive Officer (MD & CEO) and specified senior executives.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be put to the vote. Should 25% or more of the votes cast on this resolution (whether in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2019 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by more than 75% of the votes cast to avoid a further resolution being put to the 2019 Annual General Meeting to hold a special meeting within 90 days to consider a spill of the non-executive directors on the Board and the appointment of persons to offices that will be vacated as a result of the spill.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

Resolution Recommendation

Noting that each Director has a personal interest in his or her own remuneration from the Company as set out in the Remuneration report, the Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Item 4 – Approval of Managing Director and Chief Executive Officer's Participation in the Executive Long Term Incentive Plan (ElTIP)

Introduction

The Company seeks approval from shareholders to offer the MD & CEO, Mr Melos Sulicich, participation in the 2018 ELTIP.

The Company seeks approval to offer a yet to be determined number of fully paid ordinary shares in the Company up to a maximum of 64,375, calculated by dividing $312,500 (being 50% of total fixed reward) by $4.8544 being the weighted average price of the Company's shares over the 20 trading days beginning 2 July 2018. The three year performance period for the shares in respect of the 2018 ELTIP offer will be 1 July 2018 – 30 June 2021.

The shares would only be issued under this offer if approval for the purposes of ASX Listing Rules 7.1 and 10.14 is subsequently given at a future meeting of the Company's shareholders. The General explanations of the MD & CEO's remuneration arrangements were previously released to the Australian Securities Exchange.

The resolution set out in Item 4 is in accordance with the Company's total remuneration arrangements for the MD & CEO, as described in the following section. The Company's Remuneration Policy is also available on the Company's website.

Basis of Employment of the Managing Director and Chief Executive Officer

To assist in achieving the objectives of the Company, the Group People and Remuneration Committee (**GPC**) links the nature and amount of the MD & CEO's emoluments to the Company's financial and operational performance. The remuneration of the MD & CEO may comprise one or more of the following:

- Total fixed reward (inclusive of superannuation and fringe benefits) (**TFR**);
- Cash based short term incentive (**STI**); and
- Equity based long term incentives (**ELTIP**).

Explanatory Memorandum

i. Fixed Annual Remuneration

The TFR is paid by way of cash salary, superannuation and fringe benefits and is reviewed annually by the GPC. The Company seeks regular advice from relevant external consultants to ensure that the MD & CEO's remuneration is competitive in the marketplace.

ii. Cash Based Short Term Incentive

The STI is calculated as a percentage of the TFR and is payable annually in respect of each financial year as cash and/or superannuation contributions. The maximum STI that may be awarded to the MD & CEO is 50% of TFR. Payment of STI is conditional upon the achievement of pre-determined performance criteria tailored to the respective role and is at the absolute discretion of the Board.

Each year, the Board approves the Key Performance Indicators (**KPIs**) for the MD & CEO following a recommendation from the GPC. The GPC selects performance objectives which provide a robust link between reward and the key drivers of shareholder value.

iii. ELTIP

The ELTIP was established by the Board to reward senior executives for achieving the Company's longer term objectives. An ELTIP offer may be made to the MD & CEO every year as determined by the Board. It provides for the issue of fully paid ordinary shares in the Company if performance criteria specified by the Board are satisfied in a set performance period.

The maximum value of any ELTIP offer to the MD & CEO is 50% of TFR and is at the absolute discretion of the Board. The value of the offer is converted into fully paid ordinary shares based upon the weighted average price of the Company's shares over a twenty trading day period to be determined by the Board.

In order for the shares to vest, certain performance criteria must be satisfied within a predetermined performance period. Both the performance criteria and the performance period are set by the Board, at its absolute discretion. The Board has, for the time being, set the three financial years, commencing with the year in which an offer is made under the plan as the performance period, with relative Total Shareholder Return (TSR) and absolute Return on Equity (ROE) as the performance criteria.

2018 ELTIP Offer

The 2018 ELTIP offer (including the proposed offer to the MD & CEO) will have a three year performance period commencing 1 July 2018 and ending on 30 June 2021. In addition, the Company will give effect to new requirements imposed under the Banking Executive Accountability Regime (BEAR) as it applies to prudentially regulated Authorised Deposit-taking Institutions (ADIs) and their related bodies corporate.

The BEAR is new law which imposes an accountability regime on ADIs and people with significant influence over conduct and behaviour in the ADI (referred to as an 'accountable person'). Those persons will be expected to conduct themselves in accordance with accountability obligations, and to effectively perform the roles for which they are an accountable person.

Payment of a portion of the variable remuneration (that is, remuneration conditional on the achievement of pre-determined objectives) to any accountable person is required to be deferred by the Company for the minimum period prescribed by the BEAR. The period is usually four years from the date of grant, but it may be earlier or later as determined under the BEAR. If an accountable person fails to comply with his or her accountability obligations, as decided by the Company's Board, his or her variable remuneration must be reduced by an amount that is proportionate to the failure. The requirements will be applied to rewards payable under the 2018 ELTIP Offer.

Explanatory Memorandum

Any reward payable to the MD & CEO under any ELTIP offer will be calculated as follows:

Opportunity	• 50% the opportunity is determined by reference to the relative Total Shareholder Return (TSR), where the company's performance is measured against the performance of the S&P/ASX 300 Index (ASX 300) • 50% of the opportunity is determined by reference to the post tax underlying Return on Equity (ROE)	
TSR Component	Compares MYS TSR vs ASX 300	
	If MYS TSR = Median ASX 300	50% of opportunity vests
	If MYS TSR between median and 75%	Opportunity vests pro rata on a straight line basis between 50% and 100%
	If MYS TSR = 75% ASX 300	100% of opportunity vests
ROE Component	The Board has set the underlying ROE target in the range 30.00% to 31.50%	
	If aggregate underlying ROE = 30.00%	50% of opportunity vests
	If aggregate underlying ROE between 30% and 31.50%	Opportunity vests pro rata on a straight line basis between 50% and 100%
	If aggregate underlying ROE = 31.50%	100% of opportunity vests

Details of past offers made under the ELTIP that are yet to be assessed are set out in the following table:

Item	**MD & CEO**	
Date of offer ("Grant" date)	29 November 2016	8 November 2017
Performance period	1 July 2016 – 30 June 2019	1 July 2017 – 30 June 2020
Maximum number of shares that may be allocated under the offer	69,951	58,614
Value of the offer	$287,500	$287,500
Share price used in the calculations of the offer	$4.11	$4.90

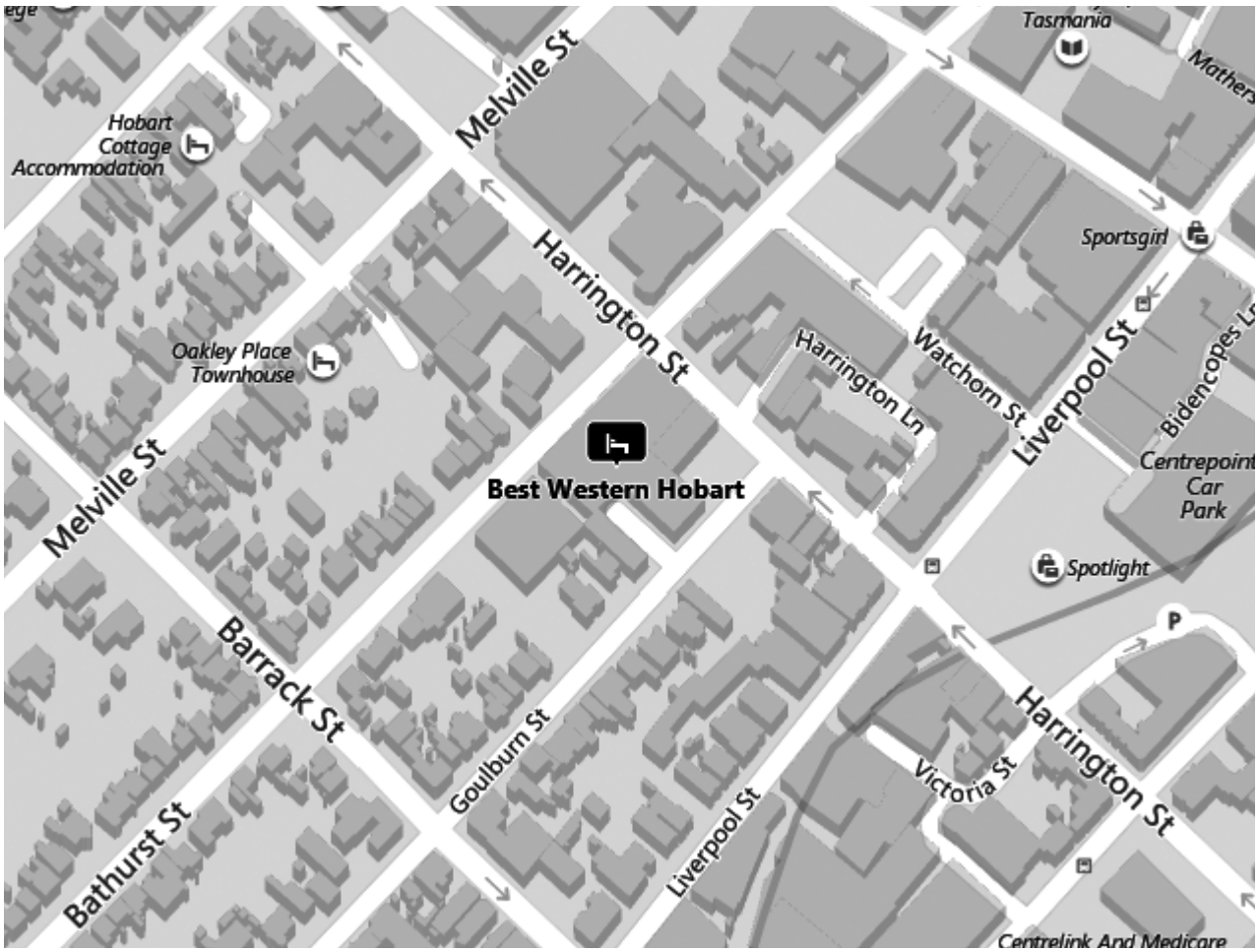
Mr Sulicich is the only director entitled to participate in the ELTIP. Details of any securities issued under the ELTIP will be published in each annual report of the Company relating to a period in which securities have been issued, and approval for the issue of securities was obtained under ASX Listing Rule 10.14 to the extent required. Any additional persons, subject to approval requirements under ASX Listing Rule 10.14, who become entitled to participate in the ELTIP after the approval of Resolution 4 and who were not named in this notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14. There is no loan scheme which applies to the issue of shares to Mr. Sulicich under his participation in the 2018 ELTIP. The date by which the Company will issue any securities approved under ASX Listing Rule 10.14 will be no later than 3 years after the meeting at which approval was granted.

Resolution recommendation

The Directors (other than Mr Sulicich) recommend that shareholders vote in favour of resolution 4.

Location of the Annual General Meeting

The 2018 MyState Limited AGM will be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018 commencing at 10.30 a.m. (Hobart Time).



Questionnaire

Questions from shareholders 2018 Annual General Meeting

Shareholders who are unable to attend the meeting or who may prefer to submit questions in advance concerning MyState Limited that they would like us to address at the meeting are invited to do so.

For your convenience, you can submit your questions:

- By completing your question below and posting it to:

  The Company Secretary
  MyState Limited
  Level 2, 137 Harrington Street
  Hobart Tasmania 7000

- By faxing the Form to 03 62159760; or
- By emailing the Form or your questions to secretariat@mystatelimited.com.au

We will attempt to respond to as many of the more frequently asked questions as possible in the Chairman's and Managing Director's addresses at the 2018 Annual General Meeting. However, if we receive a large number of shareholders' questions, we may not be able to reply individually.

Shareholder questions must be received by 5.00 p.m. (Hobart time) on Monday 1 October 2018.

Please complete the following details:

Question (s):

.....

.....

.....

.....

Name

.....

Address

.....

.....

MyState Limited is the ASX-listed non-operating holding company of the diversified financial services group consisting of MyState Bank (including The Rock – A division of MyState Bank) and Tasmanian Perpetual Trustees, a trustee and wealth management company.

MyState Limited

MyState Limited
ABN 26 133 623 962

MYS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 538 803
(outside Australia) +61 3 9415 4660

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au **or** scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 **PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10.30 a.m. (Hobart Time) on Tuesday 16 October 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form ➔

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

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Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MyState Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MyState Limited to be held at the Best Western Hotel, 156 Bathurst St, Hobart on Thursday 18 October 2018 at 10.30 a.m. (Hobart Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2(a)	Re-election of Miles Hampton as a Director of the Company	☐	☐	☐
Item 2(b)	Re-election of Stephen Lonie as a Director of the Company	☐	☐	☐
Item 2(c)	Re-election of Andrea Waters as a Director of the Company	☐	☐	☐
Item 2(d)	Re-election of Warren Lee as a Director of the Company	☐	☐	☐
Item 3	Remuneration Report	☐	☐	☐
Item 4	Approval of the Managing Director and Chief Executive Officer's Participation in the Executive Long Term Incentive Plan (ELTIP)	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 | **Securityholder 2** | **Securityholder 3**

Sole Director and Sole Company Secretary | **Director** | **Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /