MyState LIMITED
ABN 26 133 623 962

Registered Office
Level 2, 137 Harrington Street
Hobart 7000
Tasmania Australia
e: info@mystatelimited.com.au
w: mystatelimited.com.au
p: 1300 487 155
f: (03) 6348 1173

ASX Compliance Pty Ltd
Level 4 North Tower Rialto
525 Collins Street
Melbourne VIC 3000

15 September 2017

MYSTATE LIMITED (MYS) – 2017 Annual General Meeting

We attach the Chairman's Letter, 2017 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 19 October 2017.

Yours faithfully

Scott Lukianenko
Company Secretary

MyState
LIMITED
ABN 26 133 623 962

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

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 Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017, starting at 10:30 am.

At the meeting we will report to shareholders on the company's financial performance during the year to 30 June 2017, 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 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

Notice of **Annual General Meeting 2017**

Table Of Contents

Notice of Annual General Meeting	2
Items of Business	2
Explanatory Memorandum	5
Location of the Annual General Meeting	10

Notice is hereby given that the Annual General Meeting of the shareholders of MyState Limited will be held at the Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017 commencing at 10.30 a.m. (Australian Eastern Daylight Savings Time).

This document is important and requires your immediate attention.

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 Bank is regulated by the Australian Prudential Regulatory Authority. MyState Bank and Tasmanian Perpetual Trustees hold Australian Financial Services Licences issued by the Australian Securities and Investments Commission.

Registered Office: Level 2, 137 Harrington Street, Hobart, Tasmania, 7000.

MyState
LIMITED
ABN 26 133 623 962
Registered Office: Level 2, 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 at the Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017 commencing at 10.30 a.m. (Australian Eastern Daylight Savings 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 2017.

2. Election of Directors

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

(a) "**THAT** Sibylle Krieger 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."

(b) "**THAT** Peter Armstrong 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."

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 2017 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's Participation in the Executive Long Term Incentive Plan (ELTIP)

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

(a) "**THAT** the issue of 15,498 fully paid ordinary shares in the Company to or for the benefit of the Managing Director (Mr Melos Sulicich) under the 2014 ELTIP be approved for the purposes of ASX Listing Rule 10.14 and Exception 9 in ASX Listing Rule 7.2 and for all other purposes."

(b) "**THAT** the Company be authorised to offer the Managing Director (Mr Melos Sulicich) participation in the 2017 ELTIP which may entitle the Managing Director to be issued a maximum number of 58,614 fully paid ordinary shares in the Company calculated by dividing $287,500 by $4.9049 being the weighted average price of the Company's shares over the 20 trading days beginning 1 July 2017. The Managing Director's entitlement to be issued shares under the 2017 ELTIP will be based on the Company's performance in the period 1 July 2017 – 30 June 2020."

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 these resolutions 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 respect of these resolutions 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".

5. Subsequent Approval of Prior Issue of Placement Shares

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

"**THAT** pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior issue of 1,078,672 fully paid ordinary shares under Listing Rule 7.1 at an issue price of $4.2565 on 10 March 2017 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on item 5 by any person who participated in those issues and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by 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.

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 (in accordance with Corporations Regulations 7.11.37) 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. (Melbourne time) on Tuesday 17 October 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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 2017. 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 the 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, 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 (unless you have exercised your right to direct the Chairman otherwise in respect of a particular Resolution by marking the 'against' or 'abstain' column in respect of any of the relevant resolutions).

Business

This express authorisation acknowledges that the Chairman may 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.

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.
- 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.

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
15 September 2017
Level 2, 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 Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017 commencing at 10.30 a.m. (Australian Eastern Daylight Savings 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 2017 will be laid before 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.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the meeting.

Item 2 – Election of Directors

Pursuant to ASX Listing Rule 14.5, an entity must hold an election of Directors at each annual general meeting. This rule applies even where no Director is required to stand for re-election at an annual general meeting under rule 14.4.

Pursuant to section 61 of the Constitution, Director Sibylle Krieger was appointed to a casual vacancy as an independent non-executive Director of the Company on 1 December 2016 and as such may only hold office until the end of the next Annual General Meeting. Ms Krieger, being eligible to do so, offers herself for re-election.

Pursuant to section 62 of the Constitution, retiring non-executive Director Peter Armstrong being eligible to do so, has offered himself for re-election.

The two resolutions set out in Item 2 of the Notice of Meeting seek shareholder approval of the re-election of each of these candidates.

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

Candidate Details

Sibylle Krieger
LLB (Hons), LLM, FAICD, MBA

Ms Krieger has over 35 years of broad commercial experience as a lawyer, economic regulator, independent consultant and non-executive Director, with particular focus on heavily regulated industries. She was a partner in two large commercial law firms for 22 years and has over 10 years' experience as a non-executive Director.

She is currently the non-executive chair of Xenith IP Group Limited (ASX:XIP). She is also a non-executive Director of the Australian Energy Market Operator Ltd (AEMO) and of TasWater.

Ms. Krieger is a trustee of the Sydney Grammar School and a non-executive Director of its Foundation. She was formerly a Director of Sydney Ports Corporation and Allconnex Water and a trustee of the Royal Botanic Gardens and Domain Trust.

In addition to her board roles, Ms Krieger has served as an independent consultant to private sector and government clients across diverse areas including risk management and energy security.

She is a member of the MyState Limited Board's Group Risk Committee, Group Remuneration Committee and Group Technology Committee.

Peter D Armstrong
BEc (Hons), Dip ED, Dip FP, CPA, FAICD, FAMI

Mr Armstrong was appointed to the Board of MyState Limited in February 2009 and is Chairman of the Board's Group Remuneration Committee and a member of the Group Nominations and Corporate Governance Committee.

He is a former Chairman of connectfinancial and Teachers, Police and Nurses Credit Union. Mr Armstrong was appointed a Director of MyState Bank and subsidiary companies on 1 July 1998.

He was appointed a Director of Tasmanian Perpetual Trustees Limited on 22 September 2009.

Mr Armstrong is a career educator at senior secondary and tertiary levels and is a Fellow of both the Australian Institute of Company Directors and Australasian Mutuals Institute.

Re-election Recommendation

The Directors (excluding, in respect of each resolution, the retiring Director) recommend that shareholders vote IN FAVOUR of each of the resolutions set out in Item 2 of the Notice of Meeting to re-elect Ms Krieger and Mr Armstrong as Directors.

Explanatory Memorandum

Voting

To be successfully re-elected as a Director, each candidate must receive more votes 'For' than 'Against'.

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Ms Krieger and Mr Armstrong.

Director Retirements

Pursuant to section 62 of the Constitution, Director Colin Hollingsworth retires by rotation and is not seeking re-election.

The Board expects to shortly announce the appointment of two new Directors who will join the Board at the conclusion of the 2017 Annual General 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 2017 Annual Report which is available on the Company's website at www.mystatelimited.com.au.

The Remuneration Report sets out the remuneration arrangements of the Managing Director 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 (votes cast in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2018 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 resolution being put to the 2018 Annual General Meeting to hold a further general meeting within 90 days to consider a spill of the Board.

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's participation in the Executive Long Term Incentive Plan (ELTIP)

Introduction

The Company seeks approval from shareholders to:

(a) issue shares to Mr Sulicich under the 2014 ELTIP Offer approved by shareholders at the 2014 AGM; and

(b) offer Mr Sulicich participation in the 2017 ELTIP.

In respect of Item 4(a), shareholders approved the participation of Mr Sulicich in the 2014 ELTIP at the 2014 AGM. The 2014 ELTIP offer included the issue of up to 58,623 shares to the benefit of Mr Sulicich subject to formal assessment of the company's performance over the three year period (the 'performance period') to 30 June 2017. The Company has now completed the formal assessment under the 2014 ELTIP and, for the purposes of ASX Listing Rule 10.14 and Exception 9 in ASX Listing Rule 7.2 and for all other purposes, seeks approval to issue 15,498 fully paid ordinary shares in the Company under the 2014 ELTIP for the benefit of Mr Sulicich.

In respect of Item 4(b), 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 58,614, calculated by dividing $287,500 by $4.9049 being the weighted average price of the Company's shares over the 20 trading days beginning 1 July 2017. The performance period for the shares in respect of the 2017 ELTIP offer will be 1 July 2017 – 30 June 2020.

The shares would be issued under this offer if approval for the purposes of ASX Listing Rules 7.1 and 10.14 (only to the extent required) is subsequently given (at a future meeting of the Company's shareholders) and the shares would be allocated and vest for the benefit of Mr Sulicich should the performance criteria be achieved for the performance period 1 July 2017 – 30 June 2020.

General explanations of the Managing Director's current 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 Managing Director, as described in the following section. The Company's Remuneration Policy is available on the Company's website.

Explanatory Memorandum

Basis of Employment of the Managing Director

To assist in achieving the objectives of the Company, the Group Remuneration Committee (**GRemC**) links the nature and amount of the Managing Director's emoluments to the Company's financial and operational performance. The remuneration of the Managing Director 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**).

i. Fixed Annual Remuneration

The TFR is paid by way of cash salary, superannuation and fringe benefits and is reviewed annually by the GRemC. The Company seeks regular advice from relevant external consultants to ensure that the Managing Director'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 Managing Director 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 Managing Director following a recommendation from the GRemC. The GRemC selects performance objectives which provide a robust link between reward and the key drivers of shareholder value.

iii. Executive Long Term Incentive Plan (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 Managing Director 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 Managing Director 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.

Explanatory Memorandum

2017 ELTIP Offer

The proposed 2017 ELTIP offer (including the proposed offer to the Managing Director) applies to the three year performance period commencing 1 July 2017 and ending on 30 June 2020.

Any reward payable to the Managing Director under any ELTIP offer will be calculated as follows:

Opportunity	• 50% of opportunity determined by reference to Relative Total Shareholder Return (TSR), where the company's performance is measured against the performance of the S&P/ASX 300 Index • 50% of opportunity determined by reference to Absolute Post tax 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	Board has set underlying ROE target in the range 31.80% to 33.50%	
	If aggregate underlying ROE = 31.80%	25% of opportunity vests
	If aggregate underlying ROE between 31.80% and 33.50%	Opportunity vests pro rata on a straight line basis between 25% and 100%
	If aggregate underlying ROE = 33.50%	100% of opportunity vests

Details of past offers made under the ELTIP since 2014 are set out in the following table

Details of offers made under the 2014 ELTIP are as follows:

Item	Managing Director	Other Executives
Date of offer ("Grant" date)	3 November 2014	3 November 2014 and 27 March 2015 *
Performance period	1 July 2014 – 30 June 2017	1 July 2014 – 30 June 2017
Maximum number of shares that may be allocated under the offer	58,263	61,823 #
Value of the offer	$275,000	$291,806
Share price used in the calculations of the offer	$4.72	$4.72

 # Figure inclusive of all key management personnel at the time of offer
** CFO, David Harradine received an offer on 27 March 2015 upon commencing employment with the company.*

Details of offers made under the 2015 ELTIP are as follows:

Item	Managing Director	Other Executives
Date of offer ("Grant" date)	27 November 2015	27 November 2015 and 29 April 2016 *
Performance period	1 July 2015 – 30 June 2018	1 July 2015 – 30 June 2018
Maximum number of shares that may be allocated under the offer	58,386	101,544 #
Value of the offer	$274,998	$478,272
Share price used in the calculations of the offer	$4.71	$4.71

 # Figure inclusive of all key management personnel at the time of offer
** CRO, Mandakinni Khanna and GM Wealth Management, Andrew Polson each received an offer on 29 April 2016.*

Explanatory Memorandum

Details of offers made under the 2016 ELTIP are as follows:

Item	Managing Director	Other Executives
Date of offer ("Grant" date)	29 November 2016	5 September 2016 and 15 May 2017 *
Performance period	1 July 2016 – 30 June 2019	1 July 2016 – 30 June 2019
Maximum number of shares that may be allocated under the offer	69,951	168,237 #
Value of the offer	$287,500	$691,455
Share price used in the calculations of the offer	$4.11	$4.11

 # Figure inclusive of all key management personnel at the time of offer
** GM Banking Sales and Service, Katherine Dean received an offer on 15 May 2017.*

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(a) or 4(b) 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 the 2014 ELTIP Offer or his participation in the 2017 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.

If shareholders approve Resolution 4(b), the relevant share issue would be treated, for the purposes of ASX Listing Rule 7.1, as having being made with prior shareholder approval. The issued shares would then cease to use up part of the Company 15% limit and would enable that proportion to be used for a future issue of equity securities.

Resolution recommendation

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

Item 5 – Subsequent Approval of Prior Issue of Placement Shares

On 23 February 2017, MyState Limited announced to the ASX that the Dividend Reinvestment Plan for the 2017 Interim Dividend would be partially underwritten. The underwritten DRP provided additional capital to fund MyState's lending growth and technology investments as part of the Group's transformation program. As a result of the underwritten DRP, an additional 1,078,672 fully paid ordinary shares were issued in accordance with the DRP Underwriting Agreement with Shaw and Partners at a price of $4.2565 on an equally ranking basis with all other MyState Limited shares on issue. The intended use of the funds from the issue to clients of Shaw and Partners was to fund the payment of the dividend in cash where shareholders elected not to reinvest under the DRP.

MyState is seeking subsequent shareholder approval in accordance with ASX Listing Rule 7.4. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

To assist shareholders in deciding whether to pass the resolutions as described in item 5, this explanatory memorandum provides the information required pursuant to ASX Listing Rule 7.5.

Voting Exclusion Statement

The Company will disregard any votes cast on item 5 by any person who participated in those issues and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by 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.

Location of the Annual General Meeting



LOCATION OF THE 2017 ANNUAL GENERAL MEETING

The 2017 MyState Limited AGM will be held at the Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017 commencing at 10.30 a.m. (Australian Eastern Daylight Savings Time).

This page has been intentionally left blank

MyState
LIMITED
ABN 26 133 623 962

MyState LIMITED
ABN 26 133 623 962

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

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: 189654

SRN/HIN:

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. (Australian Eastern Daylight Savings Time) on Tuesday 17 October 2017

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 should 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 ➔

This Document is printed on **Greenhouse Friendly**™ ENVI Laser Carbon Neutral Paper

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 Hadleys Orient Hotel, 34 Murray St, Hobart on Thursday 19 October 2017 at 10.30 a.m. (Australian Eastern Daylight Savings 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 Resolutions 3, 4(a) & 4(b) (except where I/we have indicated a different voting intention below) even though Resolutions 3, 4(a) & 4(b) 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 Resolutions 3, 4(a) & 4(b) 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.

ORDINARY BUSINESS		For	Against	Abstain
Resolution 2(a)	Re-election of Sibylle Krieger as a Director of the Company	☐	☐	☐
Resolution 2(b)	Re-election of Peter Armstrong as a Director of the Company	☐	☐	☐
Resolution 3	Remuneration Report	☐	☐	☐
Resolution 4(a)	Approval to issue shares to the Managing Director under the 2014 Executive Long Term Incentive Plan	☐	☐	☐
Resolution 4(b)	Approval of the Managing Director's participation in the 2017 Executive Long Term Incentive Plan	☐	☐	☐
Resolution 5	Subsequent Approval of Prior Issue of Placement Shares	☐	☐	☐

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** / /