

6 October 2021

ASX Announcement

Results of Scheme Meeting

Summary

Mainstream Group Holdings Limited (**Mainstream** or **Company**) (ASX: MAI) is pleased to announce that Mainstream shareholders have today voted in favour of the proposed acquisition of Mainstream by Apex Fund Holdings Australia Pty Limited (**Apex**) by way of a scheme of arrangement (**Scheme**) pursuant to the Scheme Implementation Deed lodged with ASX on 28 June 2021.

Voting Results of Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Mainstream advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting attached to the Scheme Booklet dated 5 August 2021, was passed by the requisite majorities of Mainstream Shareholders at the meeting of Mainstream Shareholders (**Scheme Meeting**) held earlier today pursuant to orders made on 4 August 2021 by the Federal Court of Australia (**Court**). In summary:

- 98.84% of Mainstream Shareholders present and voting (in person or by proxy, attorney or corporate representative) at the Scheme Meeting voted in favour of the Scheme Resolution; and
- 99.98% of the total number of votes cast by Mainstream Shareholders were in favour of the Scheme Resolution.

Voting was conducted by a poll. The voting results are attached to this announcement.

Regulatory Approvals

As set out in the Scheme Booklet, the Scheme will not become effective unless and until the satisfaction or waiver of a number of conditions, including regulatory approvals from the relevant authorities in the Cayman Islands, Isle of Man, Ireland and Malta. As announced during the Scheme Meeting today, Mainstream has recently been informed by Apex that:

- Apex has received the approvals from the relevant Authorities in the Cayman Islands and Isle of Man in relation to the Scheme; and
- the approvals from the relevant Authorities in Ireland and Malta have not been received but are expected to be received before the second Court hearing scheduled for 10.15am (Sydney time) on 15 October 2021.

Next Steps

The Scheme also remains subject to the approval of the Court at the second Court hearing scheduled for 10.15am (Sydney time) on 15 October 2021.

If the Court approves the Scheme on 15 October 2021, Mainstream proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) on 18 October 2021, at which time the Scheme will become effective. It is currently expected that Mainstream shares will be suspended from trading on the ASX from close of trading on 18 October 2021 and the Scheme will be implemented on 27 October 2021. An indicative timetable of the remaining key dates to implementation of the Scheme is set out below.

Timetable and key dates

The dates set out below are indicative only and, among other things, are subject to all necessary approvals from the Court and any relevant Authority. Any changes to the remainder of the timetable (which may include an earlier or later date for the Second Court Hearing) will be announced through the ASX website (<https://www2.asx.com.au/>) and notified on Mainstream's website (<https://www.mainstreamgroup.com/>).

Second Court Date for approval of the Scheme	10.15am (AEST) on 15 October 2021
Effective Date on which the Scheme comes into effect and is binding on Mainstream Shareholders	18 October 2021
Court order lodged with ASIC and announcement to the ASX	
Last day of trading in Mainstream Shares on the ASX (with Mainstream Shares suspended from close of trading)	
Record Date for determining entitlements to Scheme Consideration	7.00 pm (AEST) on 20 October 2021
Implementation Date payment of Scheme Consideration to be made to eligible Scheme Participants	27 October 2021

If you have any questions regarding the Scheme or require any further information, please call the Share Registry on 1300 658 680 (within Australia) or +61 2 8259 8885 (outside Australia) between 8.30 am and 5.30 pm (AEST), Monday to Friday, excluding New South Wales public holidays.

The Mainstream Board will continue to update Mainstream Shareholders for any material developments in relation to the Scheme.

Authorisation

This ASX Announcement has been authorised by the Company's Board of Directors.

For more information

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About Mainstream Group Holdings

Mainstream Group Holdings Limited (ASX: MAI) provides fund administration services underpinned by investment in people, processes and technology.

As at June 2021, the Group provides administration services to 1,416 funds and more than 184,000 investors with funds under administration in excess of AUD \$287 billion.

Mainstream employs 349 people, with operations in Australia, Singapore, Hong Kong, the United States, the Isle of Man, Malta, Ireland and the Cayman Islands.

For more information, please visit: <https://www.mainstreamgroup.com>.

**Mainstream Group Holdings Limited
Scheme Meeting
6 October 2021
Voting Results**

The following information is provided in respect of the Scheme Resolution in accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001(Cth)*.

Resolutions voted on at the meeting		Proxies received				Number of votes cast on the poll		
Resolution Short Description	Resolution Result Carried / Not Carried	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain *
1	Scheme Resolution to approve the Scheme of Arrangement	89,395,642 99.86%	0 0%	123,174 0.14%	3,200	112,586,543 99.98%	22,500 0.02%	3,200
						Number of shareholders voting on the poll		
						For	Against	Abstain *
						170 98.84%	2 1.16%	1

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll