

## Voluntary Escrow Arrangements

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The Shareholders referred to below, being Shareholders who together own 98.1% of all Shares in issue as at the date of the Prospectus, have voluntarily entered into restriction agreements under which they have agreed not to sell, dispose of or encumber any of the Escrowed Shares held by them for the periods referred to below:

Shares to be released	Escrow release conditions
50% of Escrowed Shares held by the Escrowed Shareholders	The date on which MainstreamBPO's full year financial results for FY2016 are released to ASX.
The remaining 50% of Escrowed Shares held by the Escrowed Shareholders	24 months from quotation of Company's Shares on ASX.

The relevant shareholdings of each of the Escrowed Shareholders is as set out below.

Escrowed Parties	Escrowed Shares subject to Voluntary Escrow
Mainstream Investment Trust <sup>Ω</sup>	23,680,000
Sodor Investment Trust <sup>†</sup>	25,600,000
John Plummer	11,584,000

Ω Byram Johnston is a director of Johnston Bros Pty Ltd, as Trustee of the Mainstream Investment Trust.

† Martin Smith is a director of Sodor Holdings Pty Ltd, as Trustee of the Sodor Investment Trust.

The above restrictions will fall away to enable the Escrowed Shareholders to accept a successful takeover bid in circumstances similar to those permitted for ASX restricted securities.

ASIC has granted MainstreamBPO a relief modifying Chapter 6 of the Corporations Act so that the voluntary escrow arrangements described in the Prospectus will not give rise to a relevant interest for the Company in respect of the escrowed Shares (including any Shares which are issued on exercise of an Option) for the purposes of the takeover provisions in Chapter 6.