

MainstreamBPO Limited  
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Level 1  
51-57 Pitt Street  
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Phone +61 2 9247 3326  
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Email: [info@mainstreambpo.com](mailto:info@mainstreambpo.com)  
[www.mainstreambpo.com](http://www.mainstreambpo.com)

30 August 2016

The Manager  
ASX Ltd  
Exchange Centre  
Level 6  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs,

**Amendment to Annual General Meeting Notice and Agenda**

An amended Annual General Meeting Notice and Agenda was filed today with the ASX on the 30 August 2016. The amendments processed were to amend the voting prohibition statement in Resolution 4 as well as to add additional information required under ASX Listing Rule 10.15A.

Yours sincerely,



Justin O'Donnell  
Company Secretary  
MainstreamBPO Limited



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29 August, 2016

Dear Shareholder,

It is my pleasure to invite you to our inaugural Annual General Meeting (AGM) as an ASX listed company.

The AGM will be held at 9:00 am on **Friday, 30 September 2016 at the Yuan Room, Level 2, Christie Centre, 3 Spring Street, Sydney.**

The AGM will be an opportunity for you to hear about the success and challenges of the Company over the past year as well as our plans for future growth. You will be asked to vote on the items included in the attached Agenda and can raise any questions you may have regarding the Company with the Board and the Executive team.

Enclosed are the following:-

1. Our 2016 Annual Report (if you elected to receive a printed copy). The electronic copy is available on MainstreamBPO's Shareholder Centre at [www.mainstreambpo.com/shareholdercentre](http://www.mainstreambpo.com/shareholdercentre);
2. Our Agenda for the AGM, Explanatory Notes and some important information about how you can vote on the items in the Agenda;
3. Proxy Form; and
4. Dividend Re-Investment Plan Notice of Election.

I recommend that you read these documents carefully. If you are unable to attend the meeting, we invite you to appoint a proxy to attend and vote on your behalf using the enclosed Proxy Form.

If you plan to attend the meeting, please bring the enclosed Proxy Form to facilitate your registration which will commence at 8:30am. You are then invited to join the Board for light refreshments at the conclusion of the meeting.

I look forward to welcoming you at the AGM.

Yours faithfully,

Byram Johnston OAM  
Chairman and Managing Director



## IMPORTANT INFORMATION

The Annual General Meeting of MainstreamBPO Limited will be held as follows:

### Meeting Details

**Time:** Registration from 8:30 am.

Meeting to commence from 9am (Australian Eastern Standard Time - Sydney time).

**Date:** Friday, 30 September, 2016.

**Venue:** Yuan Room, Level 2, Christie Centre, 3 Spring Street, Sydney.

### Entitlement to attend and vote at the Meeting

All shareholders may attend the Annual General Meeting. The Board has determined that for the purposes of voting at the meeting, shareholders will be taken to be those persons recorded on the Company's register of members as at 5pm on Friday, 23 September 2016 (Australian Eastern Daylight Time – Sydney time).

### How to vote on the Items of Business

In the case of joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires appropriate evidence of the appointment.

### Registering your attendance at the Meeting

If you attend the meeting, you will need to register at the registration desk on the day. The registration desk will be open from 8:30 am. You will be given a coloured card which will allow you to speak at the meeting and to vote on each of the resolutions.

### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### *Voting in Person*

To vote in person you must attend the meeting on the date and place set out above. The meeting will commence at 9 am. Please arrive prior to the meeting commencing to register your attendance.



### ***Voting by Proxy***

Your enclosed Proxy Form is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

To vote by proxy, please complete and sign the Proxy Form **enclosed** with this Notice of Annual General Meeting, and deliver the completed and signed form in one of the following ways:

- Email to [registry@sharebpo.com](mailto:registry@sharebpo.com);
- Mail to ShareBPO Pty Limited, GPO Box 4968, Sydney NSW 2001; or
- Hand deliver to Level 1, 51 -57 Pitt Street, Sydney and mark to the attention of the Registry, ShareBPO.

**The Proxy Form must be received by ShareBPO by no later than 5pm on Friday, 23 September, 2016 (Australian Eastern Standard Time – Sydney). If ShareBPO do not receive your Proxy Form by this time, it will be invalid.**

### **Questions**

We welcome shareholders' questions. If you have any questions for the Company, please send an email to [registry@sharebpo.com](mailto:registry@sharebpo.com) or write them on a separate piece of paper and return with your Proxy Form by 5pm on Friday, 23 September 2016. We also welcome your questions at the meeting.



# NOTICE OF ANNUAL GENERAL MEETING

**MainstreamBPO Limited ACN 112 252 114 (the Company)**

9am (Australian Eastern Standard Time - Sydney time), Friday, 30 September, 2016

Yuan Room, Level 2, Christie Centre, 3 Spring Street, Sydney.

## AGENDA

**Chairman's welcome and presentation**

**Chief Financial Officer's presentation**

### Annual Report

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To receive and consider the Annual Report of the Company for the financial year ended 30 June 2016 together with the Directors' Report, the Remuneration Report and the Auditors' Report.

#### 1.1 Remuneration Report

**To consider and if thought fit to pass with or without amendment the following resolution as a non-binding resolution:**

*"That for the purposes of section 250R(2) of the Corporations Act (Cmth) 2001 and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2016 be adopted."*

**Note:** that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Prohibition Statement:

**A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the Directors or Key Management Personnel including Messrs Byram Johnston, John Plummer, Martin Smith**



and Michael Houlihan, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. If such a person does cast a vote, it shall be ignored.

However, a person described above may cast a vote in this Resolution if appointed as a proxy:-

- by writing that specifies the way the proxy is to vote on this resolution: or
- he is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on this resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of that person or any of his Closely Related Parties.

## 2. Re-election of Directors

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### 2.1 Mr Martin Smith

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

*“That for the purposes of clause 6.7 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Martin Smith, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

### 2.2 Mr Michael Houlihan

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

*“That for the purposes of clause 6.7 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Michael Houlihan, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

## 3. Appointment of Auditor at First AGM

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

*“That for the purposes of section 327B of the Corporations Act (Cth) 2001 and all for all other purposes, Ernst & Young, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor be appointed as Auditor of the Company with effect from the close of the meeting.”*



## 4. Allocation of shares to Executive Directors under Performance Rights in Executive Share Plans

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

(a) *“That the grant of shares to the Chairman and Managing Director of the Company, Mr Byram Johnston, under the Company’s Directors’ Share Offer (DSO), as described in the Explanatory Notes, be approved.”*

**Voting Prohibition Statement:-**

**A vote on Resolutions 4.1(a) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.

(b) *“That the grant of shares on 1 October 2016, 1 October 2017 and 1 October 2018 to the Chairman and Managing Director of the Company, Mr Byram Johnston, under the Company’s Senior Management Share Offer (SMSO), as described in the Explanatory Notes, be approved.”*

**Voting Prohibition Statement:-**

**A vote on Resolutions 4.1(b) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.



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

(a) *“That the grant of shares to Mr Martin Smith, the Chief Executive Officer of FundBPO Pty Ltd, under the Company’s Directors’ Share Offer (DSO), as described in the Explanatory Notes, be approved.”*

**A vote on Resolutions 4.2(a) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.

(b) *“That the grant of shares on 1 October 2016, 1 October 2017 and 1 October 2018 to Mr Martin Smith, the Chief Executive Officer of FundBPO Pty Ltd, under the Company’s Senior Management Share Offer (SMSO), as described in the Explanatory Notes, be approved.”*

**A vote on Resolutions 4.2(b) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.

**Note:** FundBPO Pty Ltd is a wholly owned subsidiary of the Company.





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

(a) *“That the grant of shares to Mr Michael Houlihan, the Chief Executive Officer, SuperBPO Pty Ltd, under the Company’s Directors’ Share Offer (DSO), as described in the Explanatory Notes, be approved.”*

**A vote on Resolutions 4.3(a) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.

(b) *“That the grant of shares on 1 October 2016, 1 October 2017 and 1 October 2018 , to Mr Michael Houlihan, the Chief Executive Officer, SuperBPO Pty Ltd, under the Company’s Senior Management Share Offer (SMSO), as described in the Explanatory Notes, be approved.”*

**A vote on Resolutions 4.3(b) must not be cast (in any capacity) by or on behalf of Mr Byram Johnston, Mr Martin Smith or Mr Michael Houlihan or a Closely Related Party of Mr Johnston, Mr Smith or Mr Houlihan. If such a person does cast a vote in respect of the resolution, it shall be ignored.**

**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.

**Note:** SuperBPO Pty Ltd is a wholly owned subsidiary of the Company.



By Order of the Board

A handwritten signature in black ink that reads "Justin O'Donnell".

Justin O'Donnell  
Company Secretary  
29 August 2016



## EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They have been prepared for Shareholders to provide information about the items of business to be considered at MainstreamBPO's (the Company's) Annual General Meeting on 30 September 2016. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

### 1. Annual Report

The Annual Report for consideration at the AGM will consist of the Financial Statements of the Company for the financial year ended 30 June, 2016, the notes to those Financial Statements, the Directors' Report, the Directors' Declaration, the Remuneration Report and the Auditor's Report including their Independence Statement.

The Annual Report is available at MainstreamBPO's website at [www.mainstreambpo.com/shareholdercentre](http://www.mainstreambpo.com/shareholdercentre) and is also included with this Notice if you requested to receive a hard copy.

Neither the Corporations Act 2001 (Cth) 2001 ('Corporations Act') nor the Company's Constitution require Shareholders to vote on the financial statements or the accompanying reports. However, Shareholders will be given the opportunity to raise questions or comments on the Financial Statements at the AGM. In addition, Shareholders will be given the opportunity to ask the Company's Auditor, Ernst & Young, questions relevant to the conduct of the audit, the independence of the Auditor, the Company's accounting policies and the preparation and content of the Auditor's Report.

#### Resolution 1.1 - Adoption of Remuneration Report

The Remuneration Report contained in the 2016 Annual Report is required to be considered by Members of the Company in accordance with section 250R of the *Corporations Act*. The Remuneration Report, which details the Company's policy on remuneration of non-executive directors, executive directors and key executives is set out in the Annual Report.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

Further, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders of the Company will be required to vote at the second AGM on a 'Board spill resolution' to determine whether another meeting should be held



within 90 days at which all of the Company's Directors (other than Chairman and Managing Director of the Company, Mr Byram Johnston) must stand for re-election.

## **2. Re-election of Directors**

### **Resolution 2.1 – Re-election of Mr Martin Smith, Director**

In accordance with clause 6.7 of the Company's Constitution, Mr Martin Smith will retire at the Annual General Meeting and, being eligible, will offer himself for election.

Mr Smith is a founder and Director of the Company. Mr Smith is responsible for the FundBPO operations in Sydney, Singapore and Hong Kong. Mr Smith is a responsible manager on the FundBPO licence in Australia, supervising a team in excess of 100 people. Mr Smith has worked in the fund services sector for 15 years and brings a wealth of process, technology and client service experience to the Company. Prior to his roles at the Company, Mr Smith worked for FinancialBPO, The IQ Business Group and Andersen Consulting designing, implementing and managing outsourcing/ shared services arrangements across a range of industries including Financial Services, Government, Health, Real Estate, Logistics and Information Technology. Mr Smith holds a Bachelor of Business, Masters of Commerce, is a CPA and is RG 146 compliant.

### ***Directors' Recommendation***

The Directors (other than Mr Smith, who makes no recommendation) unanimously recommend that shareholders approve Resolution 2.1 for the re-election of Mr Smith as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

### **Ordinary Resolution 2.2 – Re-election of Mr Michael Houlihan, Director**

In accordance with clause 6.7 of the Company's Constitution, Mr Michael Houlihan will retire at the Annual General Meeting and, being eligible, will offer himself for election.

Mr Houlihan has been involved in the superannuation and financial services industry for over 24 years. Prior to joining Super Benefits (now SuperBPO) in 2010, Mr Houlihan spent 10 years in the role of Head of Product and Technical Services for both JBWere Investment Management and Vanguard Investments Australia, 8 years with Buck Consultants and 5 years with the superannuation administration division of Australian Eagle Insurance. Mr Houlihan has been a Director of the Company since 5 May 2015.



### ***Directors' Recommendation***

The Directors (other than Mr Houlihan, who makes no recommendation) unanimously recommend that shareholders approve Resolution 2.2 for the re-election of Mr Houlihan as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

### **3. Appointment of Auditors**

Ernst & Young was appointed as the Auditor of the Company by the Board (having received the required written consent from Ernst & Young) in accordance with section 327A(1) of the Corporations Act in the first quarter of 2015. In accordance with section 327A(2) of the Corporations Act, that appointment will lapse at the Company's first Annual General Meeting, and section 327B(1)(a) of the Corporations Act requires the Shareholders of the Company to approve the appointment of the Auditor at the first Annual General Meeting. Accordingly, the Company is seeking the Members' approval of the appointment of Ernst & Young as the Company's Auditor. Ernst & Young has been nominated for appointment as the Company's Auditor by a member of the Company, as required by section 328B of the Corporations Act. Ernst & Young has provided its written consent to act as the Auditor of the Company.

On passing of this Resolution, the appointment of Ernst & Young as Auditor of the Company will take effect.

### ***Recommendation***

The Directors unanimously recommend that shareholders approve Resolution 3 for the appointment of Ernst & Young as the Auditors of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

### **4. Allocation of shares to Executive Directors under Performance Rights in Executive Share Plans**

The resolutions under this item of the Agenda are to approve the grant of shares to each of the Executive Directors, Messrs Byram Johnston, Martin Smith and Michael Houlihan under an equity incentive operated under the Company's Employee Share Plan (ESP). Consent to the issue of securities under these resolutions is sought under Rule 10.14 and Rule 10.15A of the ASX Listing Rules. The details of all shares issued under the ESP will be disclosed in the Annual Reports of the Company in the year that those shares are issued.



The Company's Replacement Prospectus dated 21 August 2015 (the Replacement Prospectus), sets out the initial grant of Performance Rights to the Executive Directors under the following offers:

- a) Directors' Share Offer (DSO) which provides Performance Rights that entitles the holder to be issued one (1) share for each Performance Right at no cost to the Director should the agreed vesting conditions be met. The vesting conditions are based on the Company's share price on the ASX at the vesting measurement date and is designed to align remuneration with creation of shareholder value over the longer term;
- b) Senior Management Share Offer (SMSO) which provides Performance Rights that entitles the holder to be issued one (1) share for each Performance Right at no cost to the Executive Director should the agreed performance conditions be met. A combination of financial and non-financial measures are used to measure performance under the SMSO.

Messrs Byram Johnston, Martin Smith and Michael Houlihan have not opted out of the ESP. Any additional persons who may become entitled to receive shares under the DSO or SMSO will not receive shares until the issue of those shares is passed by resolution of a General Meeting of the Company.

**Directors' Share Offer (DSO)**

Each Executive Director was granted a number of Rights as disclosed in the Company's Replacement Prospectus. The first tranche of these Rights, amounting to 33% of the total Rights issued, is due to vest on or about 1 October 2016 subject to the vesting conditions described below:

Tranche	Vesting Measurement date	Performance hurdle – Company share price <sup>1</sup> on ASX at vesting measurement date	% of Performance Rights that vest upon achieving vesting performance hurdle
Tranche 1	1 October 2016	Less than \$0.45	Nil%
		Share price equal to or greater than \$0.45 and less than \$0.50	50%
		Share price equal to or greater than \$0.50 and less than \$0.55	75%
		Share price equal to or greater than \$0.55	100%

Upon vesting, each Executive Director will be allocated one Share for each Right that vests.

On the available information regarding the share price of the Company (ASX ticker code: MAI) at close of trade on the ASX on 25 August 2016 (\$0.75), it is anticipated that 100% of Performance Rights in Tranche 1 under the 2016 DSO grant will vest on 1 October 2016.

<sup>1</sup> Measured by reference to the Volume Weighted Average Price (VWAP) of MainstreamBPO's shares on ASX for the 5 trading days immediately prior to the Vesting Measurement Date.



The actual number of shares issued is subject to change based on the share price valuation on the 5 trading days immediately prior to 1 October 2016, however a vote on the Resolutions 4.1 (a), 4.2 (a) and 4.3 (a) will ensure the number of shares to be issued will not exceed the maximum number of shares stated in the table below.

<b>Name of person to whom the securities will be issued</b>	<b>Relationship between the director and the person requiring this approval (if not a director)</b>	<b>Maximum number of securities to be issued under the Tranche 1 of DSO</b>	<b>Formula for calculating securities to be issued</b>	<b>Price of each security or the formula for calculating the price of each security</b>	<b>Names of all those who have participated in the DSO since the last approval</b>	<b>Names of all persons entitled to participate in the DSO</b>
Byram Johnston	N/A	80,000	As described above	No cost to Mr Johnston	First issue since listing	Byram Johnston,
Martin Smith		33,333		No cost to Mr Smith		Martin Smith and Michael Houlihan
Michael Houlihan		33,333		No cost to Mr Houlihan		

Since the Initial Public Offer, the Executive Directors and their associates have not received any securities under the Employee Share Plan.

### **Senior Management Share Offer (SMSO)**

The SMSO provides Performance Rights that entitles Messrs Byram Johnston, Martin Smith and Michael Houlihan to be issued one (1) share for each Performance Right at no cost to the Executive Director should the agreed performance conditions be met. The agreed performance conditions for the 2016 grant of the SMSO focused on achievement of Company and subsidiary revenue and earnings for the financial year ending 30 June 2016, customer satisfaction and retention, implementation of acquisitions and client transitions, prudent compliance and risk management, and employee engagement for the employee performance year ending 30 September 2016.

All Rights will vest over a period from 1 October 2016 to 1 October 2018, with the first tranche of these Rights, amounting to 33% of the total Rights issued, due to vest on or about 1 October 2016. A further tranche, amounting to a further 33% of the Rights is due to vest on or about 1 October 2017 and the remaining amount of the Rights is due to vest on or about 1 October 2018.

The performance hurdles have now been assessed for each of the Executive Directors. This has allowed the Company to determine the maximum number of shares, for each Executive Director that can vest over the period from 1 October 2016 to 1 October 2018 under the 2016 SMSO. The maximum shares that can vest over the period are set out in the table below.

However, the actual number of shares that will vest over the period is still subject to change including whether the Executive Director remains an employee of the Company on the vesting dates (although the Board of the Company have the right to waive this requirement under the ESP Rules).



However a vote on the Resolutions 4.1 (b), 4.2 (b) and 4.3 (b) will ensure the number of shares to be issued will not exceed the maximum number of shares stated in the table below.

Name of person to whom the securities will be issued	Relationship between the director and the person requiring this approval (if not a director)	Maximum number of securities to be issued under the SMSO over 3 tranches	Formula for calculating securities to be issued	Price of each security or the formula for calculating the price of each security	Names of all those who have participated in the SMSO since the last approval	Names of all persons entitled to participate in the SMSO
Byram Johnston	N/A	135,000	As described above	No cost to Mr Johnston	First issue since listing	Byram Johnston,
Martin Smith		360,000		No cost to Mr Smith		Martin Smith and Michael Houlihan
Michael Houlihan		60,000		No cost to Mr Houlihan		

Since the Initial Public Offer, the Executive Directors and their associates have not received any securities under the Employee Share Plan.

#### **Information required under ASX Listing Rule 10.15A**

There are no loans in relation to the acquisition of shares under either the DSO or SMSO.

The details of securities issued under the DSO and SMSO will be published in each annual report of the Company relating to the period in which securities have been issued, and that approval for the issue of securities shall be obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in either the DSO or SMSO after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The date upon which the Company will issue the securities under the DSO and SMSO is intended to be 1 October 2016. In any event, the date will be no later than three years after the date of this meeting.



Email: registry@sharebpo.com

Company or Trust in which investment is held – THIS MUST BE COMPLETED

Full Name(s) of Registered Holding

Registered Address

Securityholder Reference Number (SRN)  
or Holder Identification Number (HIN)

**A APPOINT A PROXY TO VOTE ON YOUR BEHALF**

I/We being a member(s) of MainstreamBPO Limited and entitled to attend and vote appoint:

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman’s nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting of the Company to be held at 9 am (Eastern Standard Time, Sydney) at 9am on Friday 30 September 2016 at the Yuan Room, Level 2, Christie Centre, 3 Spring Street, Sydney and any adjournment of that meeting.

**The Chairman is authorised to vote undirected proxies on resolutions related to remuneration and the issue of shares in the Company even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel (which includes the Chairman) or the issue of shares in the Company to an Executive Director (which includes the Chairman).**

Where I/we have appointed the Chairman of the meeting as my/our Proxy, I/we expressly authorise the Chairman to exercise my Proxy on Resolutions 1 and 4 (except where I/we have indicated to the contrary below) even though Resolution 1 is connected with the remuneration of Key Management Personnel which includes the Chairman and Resolution 4 is connected with the issuing of shares in the Company to 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 Resolution 1 and/or Resolution 4 by marking the appropriate box for resolution 1 and 4 below.**

**B VOTING DIRECTIONS**

Items of Business	For	Against	Abstain
Resolution 1.1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.1 To re-elect Martin Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.2 To re-elect Michael Houlihan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Email: registry@sharebpo.com

Items of Business (continued)		For	Against	Abstain
Resolution 3	To appoint Auditor			
Resolution 4.1 (a)	Grant of shares under performance rights in the Directors' Share Offer to Byram Johnston			
Resolution 4.1 (b)	Grant of shares under performance rights in the Senior Management Share Offer to Byram Johnston			
Resolution 4.2 (a)	Grant of shares under performance rights in the Directors' Share Offer to Martin Smith			
Resolution 4.2 (b)	Grant of shares under performance rights in the Senior Management Share Offer to Martin Smith			
Resolution 4.3 (a)	Grant of shares under performance rights in the Directors' Share Offer to Michael Houlihan			
Resolution 4.3 (b)	Grant of shares under performance rights in the Senior Management Share Offer to Michael Houlihan			

**C SIGNATURE(S) OF SHAREHOLDER(S) - THIS MUST BE COMPLETED**

<p>Shareholder 1 (<i>Individual</i>)</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary/Director (<i>delete one</i>)</p>	<p>Joint Shareholder 2 (<i>Individual</i>)</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director/Company Secretary (<i>delete one</i>)</p>	<p>Joint Shareholder 3 (<i>Individual</i>)</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Date ____ / ____ / ____</p>
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If you wish to attend the meeting please bring this form with you to assist with registration.

## **INSTRUCTIONS FOR COMPLETING APPOINTMENT OF PROXY OR REPRESENTATIVE**

1. A member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on their behalf. The appointment of proxy may specify the proportion or number of votes the proxy may exercise.
2. A member holding a number of shares giving a right to vote may appoint 2 proxies provided the appointment specifies the proportion or number of the member's votes each proxy may exercise.
3. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
4. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
5. Corporate Shareholders should comply with execution requirements set out in the Proxy Form.
6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.
7. Completed and signed Proxy Forms must be received by the Company before the start of the AGM in one of the following ways:
  - Email to [registry@sharebpo.com](mailto:registry@sharebpo.com);
  - Mail to ShareBPO Pty Limited, GPO Box 4968, Sydney NSW 2001; or
  - Hand deliver to Level 1, 51 -57 Pitt Street, Sydney and mark to the attention of the Registry, ShareBPO.
8. The Proxy Form must be received by ShareBPO by no later than 5pm on Friday, 23 September 2016. If ShareBPO do not receive your Proxy Form by this time, it will be invalid.