

4 August 2021

ASX Announcement

Court approves convening of Scheme Meeting and distribution of Scheme Booklet

Mainstream Group Holdings Limited (**Mainstream** or **Company**) (ASX: MAI) today announces an update on the proposed acquisition of Mainstream by Apex Fund Holdings Australia Pty Limited (**Apex**) by way of a share scheme of arrangement (**Scheme**) pursuant to the Scheme Implementation Deed lodged with ASX on 28 June 2021.

First Court Hearing

The Federal Court of Australia (**Court**) has today made the following orders in relation to the Scheme:

- › that Mainstream convene and hold a meeting of Mainstream Shareholders to consider, and if thought fit, approve the Scheme (**Scheme Meeting**); and
- › approving the distribution of an explanatory statement providing information about the Scheme and notice of Scheme Meeting (**Scheme Booklet**) to Mainstream Shareholders.

Scheme Booklet and Independent Expert's Report

The Scheme Booklet will be released on ASX following registration with the Australian Securities and Investments Commission (**ASIC**).

The Scheme Booklet will include a copy of the Independent Expert's Report prepared by Deloitte Corporate Finance Pty Limited.

Further details on where the Scheme Booklet can be viewed and downloaded, as well as the proxy forms, are expected to be despatched to Mainstream Shareholders on or before 18 August 2021.

Mainstream Shareholders who have elected to receive communications electronically will receive an email containing a link to download the Scheme Booklet and a personalised proxy form and shareholders who have elected to receive communications via post will be mailed a copy of the Scheme Booklet and a personalised proxy form.

Mainstream Shareholders who have not nominated a shareholder communication preference will receive a letter by post containing instructions on how to obtain a copy of the Scheme Booklet, together with a personalised proxy form and a reply paid envelope.

Mainstream Shareholders should read the Scheme Booklet in its entirety, including the material accompanying it, before deciding whether to vote in favour of the Scheme.

Scheme Meeting

Having regard to the uncertainty and public health risks created by the COVID-19 pandemic, and in accordance with the restrictions imposed by Australian Commonwealth and State governments in response to it, the Scheme Meeting will be held virtually only.

The Scheme Meeting will be held virtually at 10.30am on 6 October 2021 via the online platform at <https://web.lumiagm.com/336923668>.

All registered Mainstream Shareholders as at 7.00pm (AEST) on 4 October 2021 will be eligible to vote at the Scheme Meeting and are encouraged to do so via proxy, attorney or corporate representative or at the Scheme Meeting. Further information about how to participate in and vote at

the Scheme Meeting will be provided in the Notice of Scheme Meeting and the Scheme Booklet.

Timetable and key dates

Latest time and date by which completed Proxy Forms for the Scheme Meeting must be received by the Share Registry, including by lodging online through Mainstream's website (https://www.mainstreamgroup.com/ListedRegistryPortal)	10.30am (AEST) on 4 October 2021
Time and date for determining eligibility of registered Mainstream Shareholders to vote at the Scheme Meeting	7.00 pm (AEST) on 4 October 2021
Scheme Meeting In light of the COVID-19 pandemic, the Scheme Meeting will be held virtually. There will not be a physical meeting where Mainstream Shareholders can attend.	10.30am (AEST) on 6 October 2021

If the Scheme is approved by Mainstream Shareholders, the expected timetable for implementation of the Scheme is set out below.

All of these dates 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>.