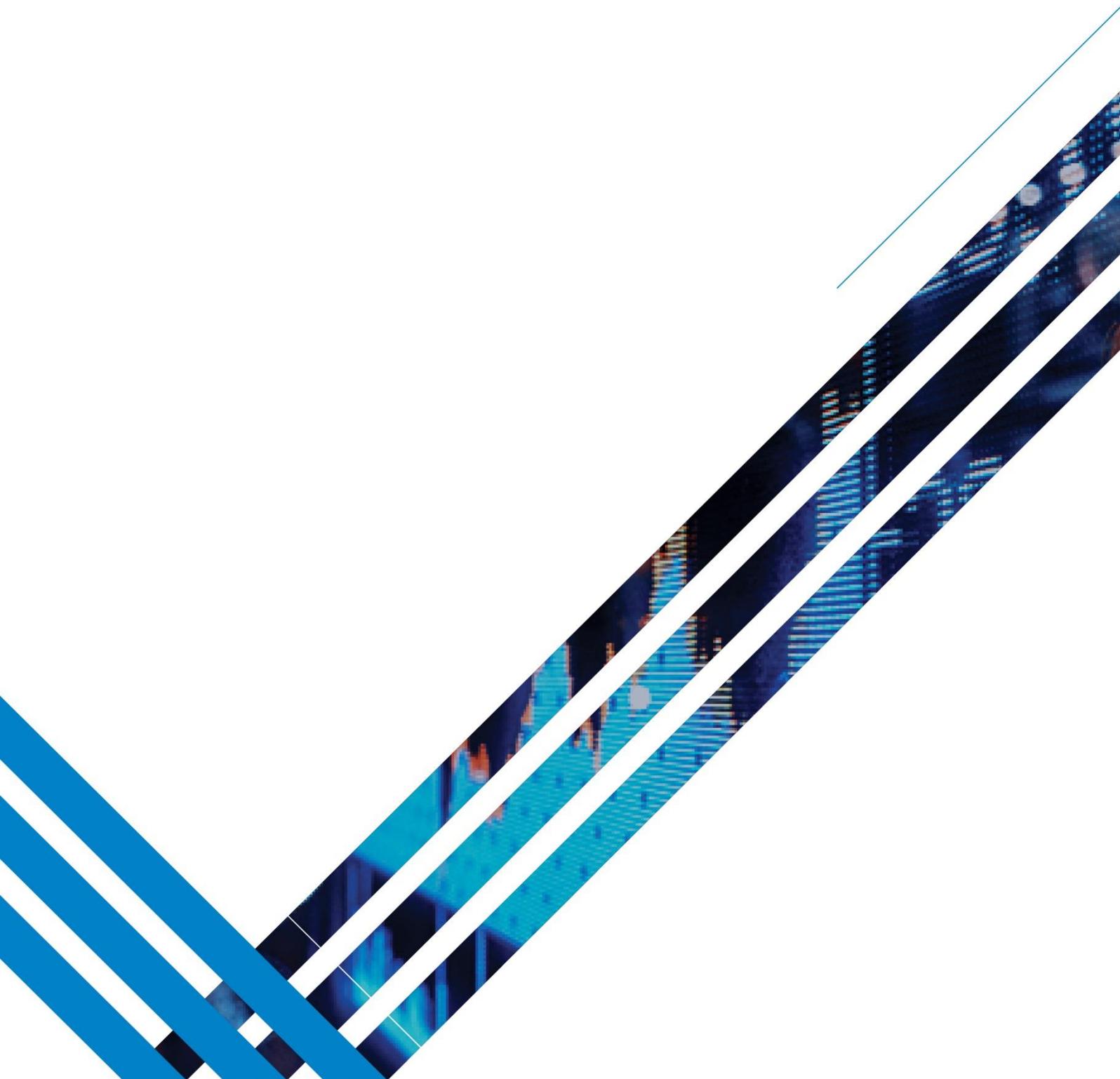




CORPORATE GOVERNANCE STATEMENT

**For the year ended
30 June 2019**

ABN 48 112 252 114



CORPORATE GOVERNANCE STATEMENT

The corporate governance arrangements for Mainstream Group Holdings Limited and its subsidiaries (the "Group") are set by the Board having regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition) ("Recommendations"), corporate best practice and the best interests of shareholders. The principal features of the Group's governance framework are set out in this Corporate Governance Statement. This Statement reports the Group's compliance with the Recommendations and also outlines some of the steps the Group is taking to become an early adopter of the incoming 4th Edition.

The Group is committed to adopting best practice in corporate governance where these practices are appropriate to the business.

The information in this statement is current as at 20 August 2019 and has been approved by the Board.

This Corporate Governance Statement sets out the Company's current compliance, as at 20 August 2019, with the ASX Corporate Governance Council's Recommendations.

References to 'Annual Report' in this Corporate Governance Statement refer to the Company's 2019 Annual Report as published on 20 August 2019 and available for download from the Company's website at www.mainstreamgroup.com/shareholder-centre.

PRINCIPLE 1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Roles and responsibilities of the Board and management

The Board is responsible for the corporate governance of the Group. The Board accepts this role with the objective of ensuring the long-term prosperity of the Group for the benefit of its shareholders, employees, contractors, consultants and clients.

Mainstream has a Board Charter, publicly available on the Company website, that sets out:

- (a) the respective roles and responsibilities of the Board; and
- (b) those matters expressly reserved to the Board and those delegated to management.

1.2 Appointment and re-election of Board members

The Nomination and Remuneration Committee assists the Board in decision making by reviewing and making recommendations in relation to the appointment of new directors.

Prior to appointing a new director, the Company conducts background and reference checks and criminal/police checks.

The Company provides shareholders with material information, including the Board's recommendations that are relevant to a shareholder's decision regarding whether to elect or re-elect a Director at the Annual General Meeting.

1.3 Terms of appointment

The Company has a written agreement in place with each of its directors.

1.4 Company Secretary

The responsibilities of the company secretary are outlined in Section 11 of the Board Charter, including the accountability that the company secretary has to the Board (through the Chair) on all matters to do with the proper functioning of the Board.

1.5 Diversity

The Board is committed to workplace diversity and is conscious of building a diverse and inclusive workforce. The Company's Diversity Policy is available on the Company website.

The Company is a "relevant employer" under the Workplace Gender Equality Act 2012 and Mainstream Group Holdings Limited's most recent public report to the Workplace Gender Equality Agency (WGEA) is located at www.wgea.gov.au/report/public-reports.

The Company has good gender diversity within its Australian workforce, with women making up 50% of employees, 55% of senior leadership and 40% of the Board as at the date of the last WGEA report submitted on 27th May 2019.

Due to the size of the company and its current stage of development, the Board has not yet determined measurable objectives for achieving gender diversity. The Board intends to endorse diversity objectives during the coming year and report on its progress in achieving these objectives in next year's Corporate Governance Statement.

1.6 Board, Committee and Director performance evaluation

The Board is committed to regular assessment of its effectiveness and believes that the contribution of individual directors is essential to improve the governance and guidance of the Company.

In accordance with Section 9.2 of the Board Charter, performance of the Board and of individual directors is required to be assessed each year. The Company has a formal process for evaluating the effectiveness, process and structure of the Board, its committees and individual directors. This assessment was undertaken in 2019 financial year.

1.7 Senior executive performance evaluation

There is a performance evaluation system in place throughout the financial year to assess employees, including senior executives. This includes setting and assessing key performance indicators for each employee on an annual basis.

A performance evaluation was completed in the 2019 financial year.

PRINCIPLE 2. STRUCTURE OF THE BOARD TO BE EFFECTIVE AND ADD VALUE

2.1 Nomination committee

The Remuneration and Human Resources Committee Charter outlines the role of the internal committee which is to assist the Board in decision making by reviewing and making recommendations in relation to the appointment of new directors, senior executives, the structure of remuneration packages to attract and motivate high performers, the design of the equity-based initiative plans and other employee benefit programs.

The members of the Remuneration and Human Resources Committee are:

- › Mr John Plummer (Non-executive director) - Chair of Committee; and
- › Ms JoAnna Fisher (Non-executive and independent director) - Member of Committee;
- › Mr Byram Johnston (Non-executive Chairman) - Member of Committee.

The charter of the Remuneration and Human Resources committee is available on the Company's website.

The number of Remuneration and Human Resources meetings convened in the last financial year is disclosed in the Annual Report.

2.2 Board skills matrix

The Company has implemented a board skills matrix detailing the current mix of skills, qualifications and experience on the Board.

The Board's current skills matrix as at the date of this Report is summarised below:

› Financial services	100%
› Financial acumen	100%
› Risk and compliance	100%
› Listed company board experience	60%
› Accounting	80%
› People management	100%

› Strategic planning	100%
› Sales and business development	40%
› Senior leadership	100%

2.3 Independent directors

The Company considers Ms Debbie Last and Ms JoAnna Fisher to be independent directors.

The length of service of each director is disclosed each year in the Annual Report.

2.4 Majority of the Board should be independent directors

The current directors on the Board are listed in the Annual Report.

Only two of the current directors are considered to be independent directors as the other directors are senior executives employed by the Group and/or major shareholders of the Company.

The Company will consider the appointment of further independent directors as the Company continues to grow.

2.5 Chair of the Board

Mr Byram Johnston is the non-executive chairman of Mainstream Group Holdings Limited. He is a co-founder of the Group and was previously the Group's CEO before moving to non-executive responsibilities in October 2018.

While the Board recognises the principle that the Chairman should be an independent director, the Board believes that Mr Johnston is the most appropriate person to lead the Board as Chairman given his long-standing leadership and business experience. The Board remains confident that Mr Johnston is able to bring quality and independent judgement to relevant issues falling within the scope of the role of Chairman. Further the Board has processes in place to identify and manage any conflict of interest. For example, each Board meeting asks for and records any conflicts as they relate to the agenda and directors may either not participate in the decision-making process or seek independent advice where there is a potential conflict.

2.6 Director induction and professional development

Under Section 5.7 of the Board Charter, each new director will, upon appointment, participate in an induction program.

This includes meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements and Board practices and procedures.

The Board performance assessment process provides an opportunity for directors to identify opportunities to develop and maintain their skills and knowledge including professional memberships.

PRINCIPLE 3. INSTILL A CULTURE OF ACTING ETHICALLY AND RESPONSIBLY

3.1 Code of conduct

The Board has adopted a Code of Conduct and articulated a set of Values that establish a culture encompassing strong corporate governance, sound business practices and good ethical conduct.

In addition, the Company has a Whistleblower Policy to ensure the Board are informed of any material incidents reportable under that policy.

The Code of Conduct, Values and Whistleblower Policy are all available on the Company's website.

PRINCIPLE 4. SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

4.1 Audit committee

The Company has an Audit and Risk Committee to ensure its corporate reporting is adequately reviewed and that the external auditors are independent.

The Committee's structure, roles and responsibilities are detailed in the Audit and Risk Committee Charter, which is available on the Company's website. The relevant qualifications and experience of

each member of the Audit and Risk Committee are disclosed each year in the Company's Annual Report.

The Audit and Risk Committee has 3 members:

- › Ms Debbie Last (Non-executive and independent director) - Chair of Committee;
- › Mr John Plummer (Non-executive director) - Member of Committee; and
- › Mr Byram Johnston (Executive Chairman) - Member of Committee.

Although the Company has implemented an Audit and Risk Committee that has at least three members as above, a majority of these are not independent directors due to the current composition of the Board.

The qualifications of the Committee members and the number of Committee meetings they convened in the last financial year are disclosed in the Annual Report.

For periodic corporate reports that are not audited or reviewed by an external auditor the Company has an internal approval process to ensure that the reports are materially accurate, balanced and provide investors with appropriate information to make informed decisions.

4.2 CEO and CFO declaration

At the end of each financial year the Board seeks representations from the CEO and CFO prior to approving financial statements that, in their opinion:

- › The financial records of the entity have been properly maintained;
- › The financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position of the performance of the entity; and
- › The opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 External auditor attendance at AGM

The Company's external auditor attends the Company's AGM and is available to answer questions from shareholders relevant to the audit.

PRINCIPLE 5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Continuous disclosure obligations

The Company is committed to promoting investor confidence and ensuring that shareholders and the market are provided with timely and balanced disclosure of all material matters concerning the Company, as well as ensuring that all shareholders have equal and timely access to externally available information issued by the Company.

The Company has adopted a Continuous Disclosure Policy to outline responsibilities in relation to disclosing information to the market and shareholders, and to ensure compliance with the continuous disclosure regime under ASX Listing Rules and the *Corporations Act 2001 (Cth)*.

A copy of this policy is available on the Company's website.

When the Company gives a new and substantive investor or analyst presentation a copy of the presentation materials are released on the ASX Market Announcements Platform ahead of the presentation.

Board members promptly receive copies of all market announcements shortly after they have been released to ASX.

PRINCIPLE 6. RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 Investor website

The Company's website contains information about its corporate governance policies. The web address is www.mainstreamgroup.com/shareholder-centre.

6.2 Investor relations program

The Company has an investor relations program to facilitate effective two-way communication with investors. The program includes the Company's AGM, Annual Report, full year and interim financial statements, investor presentations and ASX Announcements.

6.3 Security holder participation at meetings

The Company and its Board encourage shareholders to actively participate at its AGMs and other meetings including providing shareholders with the opportunity to question the Board concerning the operations of the Company. Security holders' option to receive and send communications electronically.

Shareholders are encouraged to receive communications from, and send communications to, the Company and its share registry electronically.

The Company has a Shareholder Centre on its website which allows anyone to access annual reports, market announcements and other corporate information online. The Company also has a web portal where shareholders can register to review their holdings and update their details online. The web portal is accessible here: www.mainstreamgroup.com/listedregistryportal.

Shareholders can communicate with the Company's Registry via email, phone, fax or post.

PRINCIPLE 7. RECOGNISE AND MANAGE RISK

7.1 Risk committee

The Company has an Audit and Risk Committee that focuses on maintaining an effective system of internal control and risk management.

The Committee's structure, roles and responsibilities are detailed in the Audit and Risk Committee Charter, which is available on the Company website.

The Audit and Risk Committee has 3 members:

- › Ms Debbie Last (Non-executive and independent director) - Chair of Committee;
- › Mr John Plummer (Non-executive director) - Member of Committee; and
- › Mr Byram Johnston (Non-executive Chairman) - Member of Committee.

The Audit and Risk Committee is currently chaired by an independent director but the majority of its members are not independent due to the current composition of the Board. The committee members are considered to be the best qualified to serve their respective roles on the Committee given their background and experience.

The number of Committee meetings that were convened in the last financial year is disclosed in the Annual Report.

7.2 Review of risk management framework

The Company has a risk management framework, including a risk matrix, that assesses the key risks that have the potential, should they occur, to result in significant consequences to the Company. The framework is integrated into the daily management of the business.

The Audit and Risk Committee reviews the risk management framework quarterly and the Board signs off on the risk matrix at least annually. The number of Audit and Risk meetings convened in the last financial year is disclosed in the Annual Report.

7.3 Internal audit function

The Company does not have an internal audit function. The process for evaluating and continually improving the effectiveness of the Company's risk management and internal control processes is overseen by the Audit and Risk Committee as outlined in Sections 4.1, 7.1 and 7.2.

A number of Group entities undertake and publish regular internal controls reports, for example a review of compliance with the Auditing and Assurance Standards Board's Guidance Statement 007 (GS 007) is published annually for the Group's Asia-Pacific fund administration businesses. The GS 007 2019 financial year report was prepared by Ernst & Young.

7.4 Material exposure to economic, environmental and social sustainability risks

The Company does not have any material exposure to material environmental or social sustainability risks.

PRINCIPLE 8. REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration committee

The Company has a Remuneration and Human Resources Committee with its own charter. The charter is available on the Company's website.

The members are:

- › Mr John Plummer (Non-executive director) - Chair of Committee; and
- › Ms JoAnna Fisher (Non-executive and independent director) - Member of Committee;
- › Mr Byram Johnston (Non-executive Chairman) - Member of Committee.

The Remuneration and Human Resources Committee does not currently have a majority of independent directors and the Chairman is not an independent director due to the current composition of the Board. The Chairman and committee members are considered to be the best qualified to serve their respective roles on the Committee given their background and experience.

The number of Committee meetings convened in the last financial year is disclosed in the Annual Report.

8.2 Remuneration policies and practices

The Company's Remuneration and Human Resources Committee Charter provides separate policies and practices regarding the remuneration of non-executive directors and the remuneration of directors and senior management.

Further information can be found in the Remuneration Report within the Annual Report.

8.3 Equity-based remuneration scheme

The Company has an equity-based remuneration scheme.

Under the Company's Trading Policy, directors and all staff are prevented from trading in the Company's shares during the period from the end of a statutory reporting period until the next business day after the financial results for that period are released.

Further, Key Management Personnel are prohibited from entering into transactions in products associated with the Company's securities which operate to limit the economic risk of their security holding in the Company.

The Trading Policy is available on the Company's website: www.mainstreamgroup.com.