

11 July 2022

## **ASX ANNOUNCEMENT**

### **UPDATE ON SCHEME WITH DYE & DURHAM AND FY22 RESULTS UPDATE AND FY23 GUIDANCE**

#### **Update on Scheme with Dye & Durham**

Link Administration Holdings Limited (ASX: LNK) (**Link Group**) provides the following update in relation to the proposed acquisition of Link Group by Dye & Durham Corporation (**Dye & Durham**) by way of scheme of arrangement (**Scheme**), pursuant to the Scheme Implementation Deed announced to the ASX on 22 December 2021 (**Scheme Implementation Deed**).

Further to Link Group's announcements on 27 June 2022, 4 July 2022 and 7 July 2022, with the assistance of its advisers, Link Group Board has carefully considered the letter from Dye & Durham dated 7 July 2022 which increased its proposal for a revised Base Scheme Consideration of \$4.30 per share (compared to the Base Scheme Consideration of \$5.50 per share under the Scheme Implementation Deed) to \$4.57 per share.<sup>1</sup>

The Link Group Board has had regard to various factors, including the factors referred to in Link Group's announcement on 4 July:

- feedback received from a wide range of stakeholders;
- the range which the Independent Expert has determined to be the full underlying value of Link Group's shares, including potential adjustments to that range as a result of the change in market conditions;
- changes in market valuations of PEXA, Link Group and the broader market since the Scheme Implementation Deed was signed; and
- alternatives available to Link Group if a transaction with Dye & Durham does not proceed.

Having regard to the above, the Link Group Board is unable to recommend a \$4.57 per share transaction for control of Link Group.

Link Group is continuing to engage with Dye & Durham in relation to whether an agreed position can be reached on the matters raised in Dye & Durham's letters, noting any agreed reduction to the scheme consideration proposed will be subject to Dye & Durham having proposed, and working with the ACCC on an ongoing basis to ensure it puts into effect, undertakings which satisfy the ACCC's concerns.

In the event the Scheme does not proceed, as previously advised, Link Group intends to evaluate alternatives for the business, including an in specie distribution of a minimum of 80% of Link Group's shareholding in PEXA, in order to maximise value for shareholders.

#### **Update on unaudited FY22 results and FY23 guidance**

Link Group announces its preliminary unaudited results for the full year ended 30 June 2022 (**FY22**). Slightly above guidance, for FY22, Link Group's revenue was \$1,175 million, Operating EBITDA was \$250 million and Operating EBIT was \$152 million. Link Group intends to release its full year audited results on 30 August 2022. The FY22 update in this announcement is based on preliminary unaudited accounts and remain subject to further review and finalisation.

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<sup>1</sup> Consistent with the current Scheme Implementation Deed, if Dye & Durham reaches an agreement to sell the BCM business, shareholders are entitled to receive any net consideration received from the sale of the BCM business up to 12 months after the implementation of the Scheme and up to 13 cents per Link Group share.

In addition, Link Group's FY23 revenue is currently projected to increase by a low single digit percentage, Operating EBITDA is currently projected to be around 8-10% higher than FY22 and Operating EBIT is currently projected to be around 10-12% higher than FY22.<sup>2</sup>

The release of this announcement was authorised by the Link Group Board.

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**About Link Group**

Link Group connects millions of people with their assets, including equities, pension and superannuation, investments, property and other financial assets. Link Group partners with thousands of financial market participants to deliver services, solutions and technology platforms that enhance the user experience and make scaled administration simpler. They help manage regulatory complexity, improve data management and provide the tools to connect people with their assets, leveraging analysis, insight and technology.

For more information, please visit: [www.linkgroup.com](http://www.linkgroup.com).

**ENDS**

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<sup>2</sup> Link Group's FY23 operating EBITDA and operating EBIT projections do not include earnings attributable to Link Group's 42.8% equity interest in PEXA, which are accounted for below the operating EBIT line as profit or loss from equity accounted investments, net of tax

Projections are subject to a range of assumptions and variables, which may not prove to be correct, or which may be correct but may change over time, such that the projected figures may not ultimately be accurate. The comments in relation to Link Group's financial update should be reviewed in this context.