

То	Ms Emma Lawler	Direct Line	+61 2 9263 4789
At	ASX Limited	Your Ref	
Fax	01300135638	Our Ref	
Date	12 October 2020	Pages	15
From			

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Attention: Emma Lawler, Company Secretary

Gilbert + Tobin

FCSC252 27/04/16 15:21 Page 1

Partner P

Peter Cook T +61 2 9263 4774 pcook@gtlaw.com.au



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12 October 2020

To Company Secretary
Link Administration Holdings Limited
Level 12, 680 George Street
Sydney NSW 2000

Market Announcements Office ASX Limited Exchange Centre 20 Bridge Street Sydney NSW 2000

Fax: 1300 135 638

Attention: Ms Emma Lawler, Company Secretary

Dear Sir/Madam

Link Administration Holdings Limited (ASX:LNK) – ASIC Form 603: Notice of initial substantial holder

We act for Pacific 2021 A Pty Limited (PEP).

Please find enclosed an ASIC Form 603: Notice of initial substantial holder and associated annexures lodged on behalf of PEP and its associates in relation to their substantial holding in Link Administration Holdings Limited.

Yours faithfully Gilbert + Tobin

Peter Cook

Partner

T +61 2 9263 4774 pcook@gtlaw.com.au **Alastair Corrigall**

Partner

T +61 2 9263 4170 acorrigall@gtlaw.com.au

Form 603 Corporations Act 2001 Section 671B

Notice of initial substantial holder

To: Company Name/Scheme	Link Administration Holdings Limited
ACN/ARSN	ABN 27 120 964 098
1. Details of substantial holder	
Name	Pacific 2021 A Pty Limited ACN 644 709 866 (PEP) PEP Investment Pty Limited ACN 083 026 984 (PEP Investment), Pacific Equity Partners Fund VI, L.P. (PEP VI LP), Pacific Equity Partners Fund VI (Australasia) Pty Limited (ACN 630 504 960) as trustee for the Pacific Equity Partners Fund VI (Australasia) Unit Trust (PEP Fund VI Trust), Pacific Equity Partners Fund VI-A (Australasia) Pty Limited (ACN 632 814 861) as trustee for the Pacific Equity Partners Fund VI-A (Australasia) Unit Trust (PEP Fund VI-A Trust), Eagle Coinvestment Pty Limited (ACN 119 182 688) as trustee for Pacific Equity Partners Fund VI Executives Co-investment Trust A (PEP Fund VI Executives A) and Eagle Coinvestment Pty Limited (ACN 119 182 688) as trustee for Pacific Equity Partners Fund VI Executives Co-investment Trust B (PEP Fund VI Executives B) (each, an Affiliated Entity)
ACN/ARSN (if applicable)	N/A
The holder became a substantial hold	ler on 09 / 10 / 20

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary (FPO)	51,272,496	51,272,496	9.65%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities	
PEP	PEP has a relevant interest pursuant to section 608(1)(b) of the Corporations Act by virtue of the letter attached as Annexure A.	FPO – 51,272,496	
Each Affiliated Entity	Each Affiliated Entity has a relevant interest pursuant to section 608(3) of the Corporations Act.	FPO – 51,272,496	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
PEP and each Affiliated Entity	As set out in the ASIC Form 604 (Notice of change of interests of substantial holder) lodged with the ASX by Perpetual Limited.	As set out in the ASIC Form 604 (Notice of change of interests of substantial holder) lodged with the ASX by Perpetual Limited.	FPO – 51,272,496

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
N/A	N/A	N/A	N/A	N/A

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6. Associates

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
PEP and the Affiliated Entities	As set out in Annexure A and the ASIC Form 603 (Notice of initial substantial holder) lodged on the date of this notice by Rubiks Holdings, L.P. (Rubiks), PEP and the Affiliated Entities are associates under 12(2)(c) of the Corporations Act with Rubiks and the Carlyle Group (as defined in that notice).

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address	
PEP	Level 31, 126 Phillip Street, Sydney NSW 2000	
PEP Investment	Level 31, 126 Phillip Street, Sydney NSW 2000	
PEP VI LP	c/- Ocorian Funds Services (Jersey) Limited, 26 New Street, St. Helier, Jersey JE2 3RA	
PEP Fund VI Trust	Level 31, 126 Phillip Street, Sydney NSW 2000	
PEP Fund IV-A Trust	Level 31, 126 Phillip Street, Sydney NSW 2000	
PEP Fund VI Executive A	Level 31, 126 Phillip Street, Sydney NSW 2000	
PEP Fund VI Executive B	Level 31, 126 Phillip Street, Sydney NSW 2000	

Signa	ture
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Print Name	WAI SUM KONG		Capacity	DIRECTOR
Sign here	Lon	£-1,	Date	12 OCTOBER 2020

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ANNEXURE A

This is Annexure A of 11 pages (including this page) referred to in Form 603 – Notice of initial substantial holder – completed by Pacific 2021 A Pty Limited.

Print Name	WAI SUM KONG	Capacity	DIRECTOR
	Santa		
Sign here	Zanta,	Date	12 OCTOBER 2020

9 October 2020

Perpetual Limited
ABN 86 000 431 827
Angel Place,
Level 18, 123 Pitt Street
Sydney NSW 2000
Australia
Phone (02) 9229 3805
Fax (02) 8256 1427
www.perpetual.com.au

Perpetual

The Carlyle Group and Pacific Equity Partners

Dear Sirs

Link Administration Holdings Limited – support for Your Proposal

I am writing to set out the terms of our agreement to support your ongoing efforts to engage with the board of Link Administration Holdings Limited ("Link") in relation to a potential transaction which if completed would result in The Carlyle Group ("Carlyle") and Pacific Equity Partners ("PEP") (together with your affiliates, the "Consortium") acquiring 100% of Link at a share price of no less than \$5.20 ("Your Proposal") and otherwise on the terms of the non-binding indicative offer letter attached. As you know, Perpetual Investment Management Limited (Perpetual) owns 51,272,496 shares (being 9.65% of the total number of shares outstanding) in Link ("Our Shares").

In the absence of a superior proposal and subject to Perpetual continuing to hold Our Shares on the date of the Link shareholders meeting to vote on Your Proposal and Perpetual continuing to consider Your Proposal to be in the best interests of our members we will vote all of Our Shares in favour of Your Proposal.

This letter will cease to have any effect 6 months after its date, or earlier if you decide not to pursue Your Proposal (and you have agreed to promptly notify us if this is the case).

We agree that this letter may be disclosed and provided to the Link board of directors. Should you wish to disclose this letter, or the statements reflected in this letter, please obtain our prior consent.

Yours sincerely,

Paul Skamvougeras

Head of Equities, Perpetual Investments

THE CARLYLE GROUP



10 October 2020

Michael Carapiet and Glen Boreham, AM Independent Chairman and Non-Executive Director Link Administration Holdings Limited Level 12, 680 George Street Sydney, NSW 2000

NON-BINDING INDICATIVE PROPOSAL TO ACQUIRE LINK ADMINISTRATION HOLDINGS LIMITED

12/10/2020 11:53:47 AM

Dear Michael and Glen.

The Carlyle Group ("Carlyle") and Pacific Equity Partners ("PEP") (together with their affiliates, the "Consortium" or "we") are pleased to submit this non-binding, indicative proposal (the "Proposal") to acquire 100% of the diluted share capital of Link Administration Holdings Limited ("Link" or the "Company") via a scheme of arrangement for cash consideration of A\$5.20 per share ("Proposed Price").

In addition, recognising shareholders' desire to retain exposure to PEXA and the business, we are prepared to work with the Company to offer a scrip alternative to allow Link shareholders to retain their pro rata exposure to PEXA and the opportunity to rollover existing shares alongside the Consortium subject to a cap to be agreed.

We believe the offer is full and fair and in the best interests of shareholders having regard to the offer premium, 30.3% to the 9 October 2020 close, 34.5% premium to the ten day volume weighted average price ("VWAP") and 33.0% premium to the VWAP since the release of the Company's FY20 results on 27 August 2020. The offer also implies 12.0x and 16.5x Link's FY20 EBITDA and EBIT and an 18.7% premium to the median broker valuation.

Perpetual, Link's largest shareholder, representing 9.7% of the outstanding shares has confirmed that it is supportive of you engaging with the Consortium to facilitate an offer being put to shareholders at the Proposed Price and that it intends to vote its shares in favour of such a proposal.

No lockup or arrangement has been sought that would limit the opportunity for the Company to seek a superior alternative proposal and the Consortium expects to be able to complete its due diligence within four to six weeks, subject to information availability.

Key assumptions

The Proposal assumes:

- a) 534,356,321 ordinary shares on a fully diluted basis¹;
- b) Net debt of no more than A\$1,0642 million;
- c) FY 2020 EBITDA of A\$321.93 million and EBIT of A\$232.84 million;
- d) Continued holding of 44.2% stake of PEXA (for the avoidance of doubt, the on-going refinancing of PEXA does not affect the proposed transaction); and
- e) No dividends, distributions or reductions in capital after the date of this letter.

¹ Based on number of ordinary shares and rights disclosed in the Appendix 2A lodged with ASX on 24 September 2020.

² Net debt assumed to include the consideration for the acquisition of Pepper European Servicing (A\$333m) and cash proceeds from the sale of LMSAA (A\$19m), and on a pre-AASB 16 basis.

³ EBITDA assumed to consolidate PEXA earnings on a pro rata basis (A\$26m), adjusted for acquired earnings of Pepper European Servicing (A\$32m), and on a pre-AASB 16 basis.

⁴ EBIT assumed to consolidate PEXA D&A on a pro rata basis (A\$2.5m), adjusted for acquired D&A of Pepper European Servicing (A\$2.5m), and on a pre-AASB16 basis.

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Funding

The Consortium envisages that the Proposed Transaction be funded through a combination of debt and equity. We anticipate that any formal binding offer ("Binding Offer") would not include any funding conditions.

Equity funding for the Proposed Transaction is expected to be provided by Carlyle's Carlyle Asia Partners V, L.P. fund and PEP's PEP Fund VI, with potential further co-investment participation from other funds wholly controlled by Carlyle and PEP, respectively.

We expect debt funding commitments to be entered into contemporaneously with our own approval processes and expect to submit executed commitment letters with a Binding Offer following the conclusion of our due diligence. Carlyle and PEP have extensive and recent experience in successfully accessing local and global debt capital markets for acquisition financing and are highly confident of our ability to raise debt funding for the Proposed Transaction. Furthermore, our advisers Jarden have confirmed that they are highly confident of their ability to arrange and underwrite acquisition financing for the Proposed Transaction. Please find Jarden supported by Nomura's "Highly Confident" letter appended to this Proposal.

Implementation and conditions to a Binding Offer

We are committed to engaging collaboratively with Link to progress the Proposed Transaction in a friendly manner. The Consortium envisages that the Proposed Transaction would be implemented via Scheme, supported by a continuing unanimous recommendation from Link's Board that shareholders vote in favour of the Scheme.

We are well placed to move quickly to complete our confirmatory investigations with minimal disruption to the Company, and we request a period of four to six weeks in which to complete due diligence and arrange committed funding for the Proposed Transaction. Key information requirements are as follows:

- 1. Management presentation and Q&A access to management via a virtual data room;
- 2. Historical financials and management reports in the form of management accounts, including operating KPIs, by segment and Board Papers, including for PEXA;
- 3. Current strategy / business plan and forecasts, including the FY21 Budget and longer-term strategic plan, business development pipeline, bolt-on acquisition pipeline, details of the Global Transformation Program and Pepper European Servicing due diligence materials and integration plan;
- 4. Major customer details by segment, including services provided, contract pricing mechanics and historical revenue performance, and direct and support cost composition by major customer;
- 5. Review of historical contract terms and performance (including renewal / retention experience) by segment, as well as major wins / losses in the past three years;
- 6. Detailed review of Link's operations and technology architecture (including footprint and evolution of cost base, historical KPIs and investment) and development roadmap; and
- 7. Other customary areas of accounting, tax, IT and legal due diligence.

Upon completion of due diligence, we expect to be in a position to submit a fully financed Binding Offer to the Board. The due diligence period would also be used to negotiate an implementation agreement containing undertakings and conditions consistent with market norms.

We will procure, at our expense, customary W&I insurance coverage as part of the transaction.

Contact details and next steps

Carlyle and PEP are excited to pursue this opportunity and we believe it is in the interests of all parties to progress this Proposal in an expedient and confidential manner.

We have committed significant internal and external resources to this opportunity and have appointed Jarden as our financial advisers, Allen & Overy and Gilbert and Tobin as legal counsel, and EY as

accounting and tax advisers. We are also prepared and ready to submit our application for FIRB approval immediately.

The primary persons to contact about our Proposal, together with their contact details, are set out below. Please contact either of these individuals should you wish to discuss any aspect of this Proposal.

David Bluff Cameron Blanks
Managing Director
The Carlyle Group Pacific Equity Partners
Phone: +61 429 773 495
Phone: +61 411 951 214

We believe this Proposal represents a highly attractive opportunity for Link's shareholders to realise certain cash consideration for their investment and/or retain exposure to the Link and PEXA businesses.

This Proposal is non-binding, indicative and is not intended to constitute, and does not constitute, a legally binding offer. This letter and its contents represent an incomplete and non-binding proposal.

We are in a position to sign a confidentiality agreement and commence due diligence immediately, having mobilised significant internal and external resources to ensure that we can deliver a certain outcome for Link shareholders as quickly as possible while minimising disruption to the business.

We look forward to discussing our Proposal with you at your earliest convenience.

Yours sincerely,

Rubiks Holdings, L.P.

By: Rubiks Holdings GP, Ltd., its general partner

HeHouagle

Karen M. McMonagle

Director

Cameron Blanks

Managing Director

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Pacific Equity Partners

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Appendix 1: Carlyle and PEP credentials

1. Overview of The Carlyle Group

Carlyle is a NASDAQ-listed global investment firm with approximately US\$221 billion of assets under management as at 30 June 2020, across four segments – Corporate Private Equity, Real Assets, Global Credit and Investment Solutions. The firm was founded in Washington, DC, in 1987 and currently employs more than 1,800 people in 31 offices across six continents. Carlyle has one of the largest private equity portfolios in the global financial services sector and maintains extensive sector resources, including a dedicated team of financial services-focused investment professionals and senior sector advisers. Throughout its history, Carlyle has deployed more than US\$9.5 billion of equity in the global financial services sector, including in the following investments:

- Conifer: Carlyle acquired a majority stake in Conifer in 2015. Conifer provides fund administration and capital markets services, with a focus on asset allocators, including pensions, endowments and foundations in the US.
- ▼ Duff & Phelps: Carlyle acquired Duff & Phelps in 2013. Duff & Phelps provides independent financial advisory, risk consulting, valuation and corporate finance services.
- Sedgwick: Carlyle acquired Sedgwick in 2018. Sedgwick is the largest multiline insurance claims management firm in the world, providing technology-enabled administration solutions for workers' compensation, disability, liability and property claims.
- ▶ Primatics: Carlyle acquired a stake in Primatics in 2010. Primatics is a leading provider of loan accounting, valuation, compliance and risk management software, and outsourcing solutions to banks and other financial institutions.
- OpenLink: Carlyle acquired OpenLink in 2009. OpenLink is a leading provider of cross-asset trading, risk management and related portfolio management software solutions for the commodity, energy and financial services markets globally.
- OzForex: Carlyle acquired a stake in OzForex in 2010. Founded in Australia, OzForex is an onlineonly foreign exchange platform primarily serving small to medium enterprise and private individual customers.
- ION: Carlyle acquired a stake in ION in 2016. ION is a leading provider of software and data solutions for capital markets and corporates, serving over 2,000 financial institutions, central banks and corporates, globally.
- Ant Group Co.: Carlyle acquired a stake in Ant Group in 2018. Ant Group is the financial services arm of Alibaba and one of the leading technology-based financial services platforms globally, with over one billion active users and a broad product suite including payment solutions, loans, investment and insurance products.

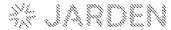
2. Overview of Pacific Equity Partners

PEP is a leading Australian private equity firm. Founded in 1998, PEP has completed 34 platform transactions and over 120 follow-on investments. The PEP Funds have A\$4.9 billion in assets under management, including A\$2.5 billion from our newly raised PEP Fund VI. PEP has the largest team of private-equity deal professionals in Australia, with 29 investment staff based in Sydney. Our model facilitates fast decision making through regular senior team interaction. The PEP Funds have a strong track record of successful investment across a range of target industries, including technology, financial services and healthcare. In additional to our successful investment in Link from 2005 to 2016, growing EBITDA 10x over 11 years, we have completed more public to private transactions than any other private equity firms in Australia, including:

- Zenith Energy, a leading remote and renewable energy provider across Australia, which we acquired via a public-to-private transaction in 2020.
- Life Healthcare, a leading distributor of medical devices including spinal and orthopaedic equipment in Australian and New Zealand, which we acquired via a public-to-private transaction in 2018.
- ▼ Patties Foods, Australia's leading provider of frozen savory pies, sausage rolls and dessert pies, which we acquired via a public-to-private transaction in 2016.
- Spotless, Australasia's leading provider of outsourced facility management services, which we acquired via a public-to-private transaction in 2012. Spotless was relisted in 2014 and subsequently acquired by the Downer Group.

- Energy Developments ("EDL"), a leading global clean energy provider, which we acquired via a public-to-private transaction in 2010. PEP exited EDL via a trade sale to DUET Group (now part of CKI).
- ▼ Veda, a leading financial technology company that manages credit data on more than 10 million Australians, which we acquired in 2007. Veda was relisted in 2013 and subsequently acquired by Equifax.

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NOMURA

PRIVATE & CONFIDENTIAL

Rubiks Holdings, L.P. 27 Hospital Road, George Town Grand Cayman KY1-9008, Cayman Islands Attention: Karen McMonagle

Pacific Equity Partners Pty Limited Level 31, 126 Phillip Street Sydney NSW 2000 Attention: Cameron Blanks

9 October 2020

Project Newton

Dear Karen and Cameron

Following our recent discussions, we understand that one or more direct or indirect affiliates of Rubiks Holdings, L.P., which is managed and advised by affiliated entities of The Carlyle Group Inc., and funds managed or advised by Pacific Equity Partners Pty Limited and its affiliates (collectively the "**Sponsors**") are considering a possible acquisition (the "**Acquisition**") of Link Administration Holdings Ltd (the "**Target**") and its subsidiaries (together, the "**Target Group**") for which debt facilities (the "**Debt Financing**") will be required.

You have requested the view of Jarden Australia Pty Limited¹ (together with its affiliates, "**Jarden**") as to your ability to raise the Debt Financing, along with equity to be provided by your related funds, to fund the Acquisition. Our view and this letter are provided with the support of Nomura Australia Limited² (together with its affiliates, "**Nomura**").

Based on current general economic and market conditions and publicly available information in respect of the Target Group, and subject to the assumptions contained in this letter, as of the date of this letter we are highly confident of our ability to underwrite, arrange and/or syndicate the Debt Financing.

Our view as to our ability to arrange, underwrite and/or syndicate the Debt Financing is based upon the assumption that a number of conditions would, in our sole judgment and determination, be completed or satisfied to our satisfaction, including but not limited to: (a) determination of the final aggregate amount, structure, terms and conditions for the Debt Financing and the Acquisition; (b) completion of all due diligence investigations in relation to the Acquisition and the Target Group; (c) receipt of all required or desirable regulatory, contractual, corporate and other third party approvals; (d) negotiation, execution and

¹ ABN 33 608 611 687. Regulated by ASIC. Holder of AFSL No. 485351

² ABN 48 003 032 513. Regulated by ASIC. Holder of AFSL No. 246412

delivery of all legal documentation for the Debt Financing and the Acquisition; (e) no material adverse change in relation to, or affecting, the Target Group, including without limitation, its business, assets, operations, condition (financial or otherwise), or prospects; (f) no disruption of, or change in, general economic or financial, banking or capital market conditions globally or in any location that could adversely affect the Acquisition or the Debt Financing or its syndication; ; (g) receipt by Jarden and Nomura of their internal committee approvals and satisfaction of all conditions thereto; and (h) Jarden and Nomura having a reasonable period of time to market, arrange and syndicate the Debt Financing based on Jarden's and Nomura's experience in comparable transactions.

This letter and the statements contained herein are not intended to be, should not be construed (or relied upon) as, and shall not constitute, a commitment, undertaking, proposal or offer by Jarden or Nomura to provide or arrange all or any portion of any financing. This letter speaks solely as of the date hereof and neither Jarden nor Nomura shall have any obligation to update this letter should the views expressed herein change or to withdraw or reaffirm such views.

This letter is for your confidential use and is provided solely for your information in connection with and for the purposes of your consideration of the Acquisition. This letter is addressed solely to you and may not be used for any other purpose, nor be relied upon or disclosed to, in whole or in part, any person other than disclosure, on a non-reliance basis, to your officers, directors, employees, accountants attorneys and other advisors, and on a confidential and need-to-know basis only, or as otherwise agreed by us in writing.

Save for your confidentiality obligation referred to above, this letter is not intended to create, and does not create, legal relations between Jarden or Nomura, or between Jarden and/or, as applicable, Nomura and you or any other person whatsoever and neither Jarden nor Nomura assumes any duty of care, fiduciary duty or other obligation or liability (for negligence or otherwise) to you or any other person by reason of this letter being issued. Neither Jarden nor Nomura shall be deemed to be acting jointly with or as an agent or partner of the other in relation to this letter and neither of them assumes any responsibility to any other person for any views given or statements made, or any other acts, omissions or undertakings, in each case, by or of the other under or in connection with this letter or the transactions contemplated by this letter.

This letter shall be governed by and construed in accordance with the laws of the State of New South Wales, Australia without giving effect to the conflict-of-laws principles thereof.

We look forward to working with you in connection with the Acquisition.

Yours faithfully,

Jarden Australia Pty Limited

Jarden Australia Pty Limited

Name: Robbie Vanderzeil

Title: CEO, Jarden Australia

Name: Sarah Rennie

Title: Managing Director, Jarden Australia

Nomura Australia Limited

Name: Andrew Macgonigal

Title: Managing Director, Head of Investment

Banking, Australia

Nomura Australia Limited

Name: Nicholas Ellmore

Title: Managing Director, Head of Acquisition &

Leveraged Finance, Co-Head of Sponsors,

Investment Banking, Australia