

10 May 2022

## **ASX ANNOUNCEMENT**

### **COURT APPROVES CONVENING OF SCHEME MEETING AND DISTRIBUTION OF EXPLANATORY BOOKLET**

Link Administration Holdings Limited (**ASX: LNK**) (**Link Group**) refers to the proposed acquisition of Link Group by Dye & Durham Corporation by way of scheme of arrangement (**Scheme**), as announced to the ASX on 22 December 2021.

#### **Court Approval**

Link Group is pleased to announce that the Supreme Court of New South Wales has today made the following orders in relation to the Scheme:

- that Link Group convene and hold a meeting of Link Group Shareholders to consider and vote on the Scheme (**Scheme Meeting**); and
- approving the distribution of an explanatory statement providing information about the Scheme and the proposed equal return of share capital of Link Group in connection with the Scheme<sup>1</sup> (**BCM Capital Return**), including the Notice of Scheme Meeting and Notice of Special General Meeting (**Explanatory Booklet**).

The Scheme Meeting, at which Link Group Shareholders will vote on the proposed Scheme, will be held at 10.00am (Sydney time) on 13 July 2022. The Special General Meeting, at which Link Group Shareholders will vote on the proposed BCM Capital Return, will be held at 10.15am (Sydney time) on 13 July 2022 or as soon after that time as the Scheme Meeting has concluded or been adjourned.

#### **Explanatory Booklet and Independent Expert's Report**

The Explanatory Booklet will be released to the ASX following registration with the Australian Securities and Investments Commission (**ASIC**) and will also be available on Link Group's website.

The Explanatory Booklet will include a copy of the independent expert's report prepared by Deloitte Corporate Finance Pty Limited (**Independent Expert**).

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Link Group Shareholders, in the absence of a superior proposal. The Independent Expert has assessed the full underlying value of Link Group at between \$4.81 and \$5.97 per Link Share. The Base Cash Consideration of \$5.50 per Link Share, and the Base Cash Consideration plus the Interim Dividend of \$5.53 per Link Share, are within this range.

The Independent Expert's conclusion should be read in context with the full independent expert's report and Explanatory Booklet.

The Explanatory Booklet, including the Independent Expert's Report, Notice of Scheme Meeting and Notice of Special General Meeting, as well as the proxy forms for the Scheme Meeting and Special General Meeting, is expected to be dispatched to Link Group Shareholders on 12 May 2022.

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<sup>1</sup> If Link Group's Banking and Credit Management (**BCM**) business is sold and proceeds are received by Link Group by two Business Days before the implementation of the Scheme, Link Group shareholders will be entitled to those proceeds (up to a maximum of \$0.13 cash per Link Share) to be paid by way of share capital return. If Link Group's BCM business is sold and proceeds are received by Link Group after the implementation of the Scheme, Link Group shareholders will still be entitled to those proceeds (up to a maximum of \$0.13 cash per Link Share) as additional consideration under the Scheme if received within 12 months of implementation.

Link Group Shareholders who have previously elected to receive communications via post from will receive a hard copy of the Explanatory Booklet via post, enclosing a proxy form for the Scheme Meeting and Special General Meeting. Link Group Shareholders who have previously elected to receive communications electronically will receive an email to their nominated email address containing links to access the Explanatory Booklet, Virtual Meeting Online Platform Guide, and a personalised proxy form. All other Link Group Shareholders will receive via post a notice of access letter containing details of where they can view and download the Explanatory Booklet and Virtual Meeting Online Platform Guide, and enclosing a proxy form for the Scheme Meeting and Special General Meeting.

Link Group Shareholders should read the Explanatory Booklet in its entirety before making a decision on whether or not to vote in favour of the Scheme and BCM Capital Return.

### **Link Group Board recommendation**

The Link Group Board continues to unanimously recommend that Link Group Shareholders vote in favour of the Transaction, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is fair and reasonable and in the best interest of Link Group Shareholders. Subject to those same qualifications, each director intends to vote all their Link Shares in favour of the Scheme.

### **Details of Scheme Meeting and Special General Meeting**

The Scheme Meeting and Special General Meeting (the **Meetings**) will be held as hybrid meetings. Link Group Shareholders will be able to attend the Meetings in person at Sheraton Grand Sydney Hyde Park Hotel, 161 Elizabeth St, Sydney NSW 2000 or by logging in via the online platform at <https://meetings.linkgroup.com/LNKSM22>.

In the lead up to the Meetings, Link Group will be closely monitoring the changing COVID-19 situation and associated health restrictions. If it becomes necessary or appropriate to make alternative arrangements for the holding of the Meetings, we will release further information on the ASX and on Link Group's website at [www.linkgroup.com](http://www.linkgroup.com)

For more information, please refer to the Explanatory Booklet. If you have any questions, please contact the Link Group Shareholder Information Line on 1800 237 687 (within Australia) or +61 1800 237 687 (outside Australia) between 8:30am and 5:30pm (Sydney time), Monday to Friday.

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

### **For further information:**

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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**