



Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM or Meeting) of shareholders of Link Administration Holdings Limited (Link Group or Company) will be held:

Date: Friday, 18 November 2016

Time: 10.00am (AEDT)

Venue: The Events Centre,
Collins Square,
Tower Two, 727 Collins Street,
Melbourne, Victoria

10 October 2016

Dear Shareholder,

On behalf of the Directors of Link Administration Holdings Limited (**Link Group**), I am pleased to invite you to attend the 2016 Annual General Meeting (**AGM**) of Link Group. Enclosed is the Notice of Meeting setting out the business of the AGM.

Link Group's 2016 AGM will be held on Friday, 18 November 2016 commencing at 10.00am (AEDT) at The Events Centre, Collins Square, Tower Two, 727 Collins Street, Melbourne, Victoria.

Link Group is also pleased to use our own technology to facilitate greater shareholder participation at the AGM by also giving you the opportunity to participate in the AGM through our online platform at <https://agmlive.link/LNK16>. If you choose to participate in the meeting online, you will be able to view the AGM live and vote and ask questions online.

Further details on how to do so are set out in the Notice of Meeting and the Link Group Online Platform Guide. The Online Platform Guide will be filed on the ASX's market announcement platform and will also be available on (www.linkgroup.com). The Online Platform Guide will also provide details about how to ensure your browser is compatible with the online platform and a step by step guide to successfully log in and navigate the site.

Our technology facilitates online shareholder participation and is a way to increase investor engagement and encourage investor participation. Link Group is looking forward to using its technology to engage with investors, regardless of the geographic locations of investors.

If you are attending the AGM in person, please bring the enclosed Voting Form with you to assist with your registration. You can also download the LinkVote App from the Apple App Store or Google Play Store if you would like to vote during the AGM using your mobile phone or tablet device. The LinkVote App will be available for download prior to the AGM. Paper voting cards will also be available at the AGM for shareholders who would prefer not to use the App.

If you are unable to participate in the AGM (whether in person or via the online platform), I encourage you to complete and return the enclosed Voting Form no later than 10.00am (AEDT) on Wednesday, 16 November 2016 in one of the ways specified in the Notice of Meeting and Voting Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Voting Form and consider how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Voting Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Link Group unanimously recommend that shareholders vote in favour of all resolutions.

Shareholders participating in the AGM (whether in person or via the online platform), will have the opportunity to submit questions to the Board, Senior Management and Link Group's auditors during the AGM.

If you would like to ask a question prior to the AGM, please do so via our website (www.linkmarketservices.com.au), or alternatively submit the enclosed AGM Question Form by Friday, 11 November 2016.

Following the conclusion of the AGM, you are welcome to join the Board and Senior Management for light refreshments.

Thank you for your continued support of Link Group and I look forward to your attendance or participation and the opportunity to engage with you.

Yours sincerely,



Michael Carapiet
Chairman

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Link Administration Holdings Limited (**Link Group** or **Company**) will be held:

Date: Friday, 18 November 2016

Time: 10.00am (AEDT)

Venue: The Events Centre,
Collins Square,
Tower Two, 727 Collins Street,
Melbourne, Victoria

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Eligibility to Attend and Vote section and Voting Form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2016.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2016 on the Company's website at (www.linkgroup.com).

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Company's Auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1. Election of Director – Anne McDonald

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Anne McDonald, who retires in accordance with clause 15.10 of the Company's Constitution and being eligible be elected as a Director of the Company."

Resolution 2. Re-election of Director – Michael Carapiet

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Michael Carapiet, who retires in accordance with clause 15.6 of the Company's Constitution and being eligible be re-elected as a Director of the Company."

Resolution 3. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

"To adopt the Company's Remuneration Report for the financial year ended 30 June 2016."

The Remuneration Report is contained in the 2016 Annual Report (available at www.linkgroup.com). Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2016 Remuneration Report; or
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or

- (b) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
- (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meanings as set out in the Corporations Act.

Resolution 4. Link Group Omnibus Equity Plan

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

“That for the purpose of ASX Listing Rule 7.2, exception 9 and all other purposes, the Link Group Omnibus Equity Plan, as described in the Explanatory Memorandum accompanying the Notice of Meeting be approved for the issue of securities under the Link Group Omnibus Equity Plan.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by any Director of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates.

However, the Company need not disregard a vote cast on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy appointment; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

In addition, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the Company’s proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 5. Approval of Managing Director’s Participation in the Link Group Omnibus Equity Plan

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 127,992 Performance Share Rights to John McMurtrie, Managing Director, under the Link Group Omnibus Equity Plan on the terms described in the Explanatory Memorandum accompanying the Notice of Meeting, be approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by any Director of the Company who is eligible to participate in the Omnibus Equity Plan and their associates.

However, the Company need not disregard a vote cast on Resolution 5 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy appointment; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

In addition, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 6. Appointment of KPMG as Auditor

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Link Administration Holdings Limited.”

By order of the Board.



John Hawkins
Company Secretary

10 October 2016

VOTING PROCEDURES AT THE AGM

1. All resolutions will be by poll

In accordance with clause 14.14 of the Company's constitution, the Chairman intends to demand a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the meeting.

2. Direct voting

In accordance with clause 14.23 of the Company's constitution, the directors:

- have determined that at the AGM, a shareholder who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of the LinkVote App and Link's online platform as means by which shareholders may deliver their direct vote.

3. Casting your direct vote in real time using Link Group's online platform

To facilitate shareholder participation, and in accordance with his powers under clause 14.6 of the Company's constitution, the Chairman has determined that shareholders who are unable to attend the meeting will have the opportunity to participate in the AGM through the Company's online platform at <https://agmlive.link/LNK16>. If you choose to participate in the meeting in this way, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Shareholders who elect to participate at the AGM using the Company's online platform instead of attending the physical meeting at the address specified in this notice will **not** be entitled to the following rights of those shareholders attending the meeting:

- to be counted as attending or being present at the meeting for any purpose, including for the purpose of determining whether a quorum is present at the meeting;
- to request the Chairman under clause 14.2 of the Company's constitution to declare that a quorum is not present;
- to be entitled to join in the election of the Chairman under clause 14.5.5 of the Company's constitution in the case of a vacancy in the Chairman;
- to be counted as part of the meeting for any consent sought by the Chairman (under clause 14.7 of the Company's constitution) to adjourn the meeting;
- to be entitled to raise an objection to the qualification of a voter under clause 14.28 of the Company's constitution; or
- to be entitled under section 250PA(9) of the Corporations Act 2001 (Cth) to have copies of the question list setting out written questions to the auditor submitted by members before the AGM made reasonably available to them. Copies of the question list will, however, be available on the Company's online platform.

ELIGIBILITY TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (AEDT) on Wednesday, 16 November 2016 will be entitled to vote at the AGM as a shareholder.

HOW TO VOTE

1. Direct vote – prior to the AGM

In accordance with clause 14.23 of the Company's constitution, shareholders will be able to vote directly on resolutions considered at the meeting **at any time between the date of this Notice of Meeting and 10.00am (AEDT) on Wednesday, 16 November 2016**. For details about how you can submit your Voting Form, please refer to the section below "Submitting your Voting Form prior to the AGM".

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The Link Group Direct Voting Regulations governing direct voting are available on the Link Group website www.linkgroup.com. By submitting a direct vote, you agree to be bound by the Link Group Direct Voting Regulations.

2. Direct vote – during the AGM using Link Group's online platform

Shareholders participating in the meeting using the Company's online platform at <https://agmlive.link/LNK16> will be able to vote directly **at any time between the commencement of the AGM (10.00am AEDT on Friday, 18 November 2016) and the closure of voting as announced by the Chairman during the AGM**.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide. The Online Platform Guide will be filed with the ASX and will also be available on our website. To ensure your browser is compatible, please follow the instructions in the Online Platform Guide – we recommend confirming this prior to determining whether to participate in the AGM using the Company's online platform.

The Link Group Direct Voting Regulations governing direct voting are available on the Link Group website www.linkgroup.com. By submitting a direct vote, you agree to be bound by the Link Group Direct Voting Regulations.

3. Attending the meeting in person

Shareholders attending the AGM in person are encouraged to bring the enclosed Voting Form to the AGM to assist with registration.

LinkVote App

Shareholders attending the AGM in person can download the LinkVote App from the Apple App Store or Google Play Store if they would like to direct vote during the Meeting using their mobile phone or tablet device.

The LinkVote App will be available for download prior to the AGM and there will be Link Group representatives available at the AGM to assist shareholders with any questions they may have on how to use the LinkVote App. Further information about the LinkVote App is available on our website.

Paper voting cards will also be available at the AGM for shareholders who would prefer not to use the App.

4. Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

IMPACT OF YOUR PROXY APPOINTMENT ON YOUR PROXY VOTING INSTRUCTIONS

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 3, 4 and 5, then by submitting the proxy appointment you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions.

SUBMITTING YOUR VOTING FORM PRIOR TO THE AGM

To be valid, a Voting Form must be received by the Company in the manner stipulated in this Notice of Meeting.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting Form must be received by Link Market Services no later than 10.00am (AEDT) on Wednesday, 16 November 2016. After this time you will still be able to direct vote by either:

- (i) attending the AGM in person; or
- (ii) voting during the AGM by submitting your direct vote using the Company's online platform.

Voting Forms must be received before 10.00am (AEDT) on Wednesday, 16 November 2016 by one of the following methods:

Online: By following the instructions at www.linkmarketservices.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Voting Form

Mobile device: Using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

By post: Link Administration Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: (02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

By delivery in person: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

OR

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

in business hours (Monday to Friday,
9.00am - 5.00pm)

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (AEDT) on Wednesday, 16 November 2016, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

SHAREHOLDER QUESTIONS

Shareholders who are unable to participate in the Meeting (either at the physical meeting or by participating using Link Group's online platform) or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by Friday, 11 November 2016. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF THE MEETING

Link Group is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who participate in the AGM with the opportunity to participate in the business of the AGM in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about Link Group generally.

Link Group will not allow conduct at any meeting which is discourteous to those who are participating in the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of shareholders who are participating in the meeting.

ENCLOSURES

Enclosed are the following documents:

- Voting Form to be completed if you would like to be represented at the AGM by proxy or if you wish to submit a direct vote prior to the AGM. Shareholders are encouraged to use the online voting facility to vote and ask questions that can be accessed on Link Administration Holding Limited's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your vote or proxy;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or KPMG (our external auditor) at the AGM; and
- a reply paid envelope for you to return either or both the Voting Form and AGM Question Form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday, 18 November 2016.

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, 4, 5 and 6 are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Election of Director – Anne McDonald

The Board appointed Anne McDonald as an additional independent Non-Executive Director of the Company pursuant to clause 15.10 of the Constitution on 15 July 2016.

Ms McDonald is a member of the Company's Risk and Audit Committee and Nomination Committee.

Ms McDonald has over 35 years of business experience in finance, accounting, auditing risk management and governance and is currently a Non-Executive Director of ASX listed entities Spark Infrastructure Group and Specialty Fashion Group. Ms McDonald is also Chair of Water New South Wales.

Ms McDonald was a partner of Ernst & Young for 15 years until 2005 and has broad based business and financial experience. This experience was gained by working with a wide cross section of international and Australian companies, assisting them with audit, financing, transaction due diligence, risk management and regulatory and accounting requirements.

Ms McDonald was previously a non-executive director of The GPT Group.

Ms McDonald is a Chartered Accountant, a graduate of the Australian Institute of Company Directors and holds a Bachelor of Economics (University of Sydney).

The Directors, with Anne McDonald abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 2. Re-Election of Director – Michael Carapiet

Michael Carapiet was appointed as an independent Non-Executive Director of the Company on 26 June 2015. In accordance with clause 15.6 of the Constitution, Michael Carapiet retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Mr Carapiet is the Chairman of the Board and the Nomination Committee and is a member of the Risk and Audit Committee, Human Resources and Remuneration Committee and Technology and Innovation Committee.

Mr Carapiet has over 30 years of experience in banking and financial services. Mr Carapiet is also Chairperson of Smartgroup Corporation Ltd, Insurance & Care NSW, Adexum Capital and is a Board Member of Infrastructure Australia.

In addition, Mr Carapiet is a member of both the Chairman's Council of the Australian Chamber Orchestra and of the Sydney Theatre Company.

In 2011, Mr Carapiet retired as an employee of Macquarie Group where he was a member of Macquarie Group's Executive Committee since 2005 and Chairman of Macquarie Capital and Macquarie Securities Group.

Mr Carapiet was previously a member of the advisory board of Norton Rose Australia and was also previously Chairperson of SAS Trustee Corporation, the trustee entity for NSW State Super and a non-executive director of Southern Cross Media Limited.

Mr Carapiet holds a Master of Business Administration from Macquarie University, Sydney.

The Directors, with Michael Carapiet abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 3. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each senior executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on the Link Group's website at (www.linkgroup.com).

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Resolution 4 Link Group Omnibus Equity Plan

Approval sought

The ASX Listing Rules generally restrict listed companies from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. However, there are exceptions to this restriction, one of which states that general Listing Rule requirements for shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to the rule.

If the Link Group Omnibus Equity Plan is approved by shareholders, issues under the Link Group Omnibus Equity Plan (**Plan**) over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12 month period (without having to obtain further shareholder approval).

However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

The purpose of the Link Group Omnibus Equity Plan

The Plan is:

- a long term incentive plan established to assist in the motivation, retention and reward of senior management; and
- designed to align the interests of senior management with the interests of shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

In accordance with ASX Listing Rule 7.2, exception 9, a summary of the key terms of the Plan is set out in Attachment A. This is the first time shareholders have been asked to approve the Plan for the purposes of ASX Listing Rule 7.2, exception 9.

The Directors, with John McMurtrie (as the only Director currently eligible to participate in the Plan) abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 5. Approval of Managing Director's Participation in the Link Group Omnibus Equity Plan

Approval sought

The approval of shareholders is sought to permit John McMurtrie, Link Group's Managing Director, to participate in the Company's Omnibus Equity Plan (the **Plan**) by being allocated Performance Share Rights (**PSRs**) in the financial year commencing 1 July 2016.

ASX Listing Rule 10.14 provides that a listed company may only permit a director of the company to acquire newly issued shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

Subject to shareholder approval, the Managing Director is eligible to receive PSRs under the Plan that are exercisable subject to the satisfaction of certain performance hurdles.

Background

The Plan forms part of Link Group's remuneration strategy and was summarised in the Remuneration Report for the financial year ended 30 June 2016 (refer to "Long-term incentive" on page 27 of the Directors' Report). The key terms of the Plan are summarised in Attachment A.

As outlined above, under the Plan, the Company invites senior executives to participate in the Plan following release to the market of Link Group's financial statements. Participants receive PSRs and subject to the satisfaction of service-based conditions and performance hurdles, will, when satisfied, allow participants to receive fully paid ordinary shares in the Company.

A summary of the Plan Rules which apply to the PSRs granted to Mr McMurtrie is set out in Attachment A to this Explanatory Memorandum.

Rights to be awarded to Mr McMurtrie

Mr McMurtrie is eligible to receive 127,992 PSRs.

The number of PSRs has been determined by dividing the long term component of Mr McMurtrie's remuneration by the 5 trading-day volume weighted average price (**VWAP**) for the Company's shares following the announcement of the full year results for the financial year ended 30 June 2016, which is \$8.3338.

If approved by shareholders, the number of PSRs to be granted to Mr McMurtrie for the financial year commencing 1 July 2016 is calculated as follows:

$$\frac{\$1,066,667}{\$8.3338} = 127,992 \text{ PSRs}$$

Overview of proposed award

If approved by shareholders, Mr McMurtrie will receive PSRs subject to the below conditions.

Exercise Price of the Rights	nil
First Exercise Date	The first day of the first trading window for the trading of the Company's Shares in accordance with the Securities Trading Policy after the release of the Company's audited annual financial statements for FY 2018/19
Last Exercise Date	9 September 2023
Last Vesting Date	The first day of the first trading window for the trading of the Company's Shares in accordance with the Securities Trading Policy after the release of the Company's audited annual financial statements for FY 2018/19
Holding Lock	Up to 50% of the maximum number of Shares Mr McMurtrie is eligible to acquire following exercise of his Rights may be withdrawn by Mr McMurtrie after the First Exercise Date. Up to 75% of the maximum number of Shares Mr McMurtrie is eligible to acquire following exercise of his Rights may be withdrawn after 1 July 2020. Up to 100% of the maximum number of Shares Mr McMurtrie is eligible to acquire following exercise of his Rights may be withdrawn after 1 July 2021.

Vesting conditions

The Rights will vest in accordance with the achievement of the following vesting conditions:

Earnings per share hurdle	Relative total shareholder return hurdle
75% of the Rights (Tranche 1)	25% of the Rights (Tranche 2)
Earnings per share growth targets (EPS Hurdle) for the relevant Performance Period	Total Shareholder Return targets (TSR Hurdle) for the relevant Performance Period are met

The EPS Hurdle and TSR Hurdle are considered appropriate measures of performance as they drive longer-term company performance.

The Performance Period is 1 July 2016 to 30 June 2019.

EPS Hurdle

The EPS Hurdle has been determined with reference to the macroeconomic environment, relevant benchmarks and the Company's strategy.

No Rights will vest if the compound annual growth rate is below 7%. Tranche 1 of the Rights will vest subject to a compound annual growth rate in EPS of between a threshold target of 7% and a stretch target of 12%.

The EPS Hurdle for the Performance Period will be determined in accordance with the principles set out in the table below:

EPS Hurdle	Percentage of PSRs vesting
Compound annual growth rate of 12% or more	100%
Compound annual growth rate between 7% and below 12%	Pro-rata vesting of the Rights between 50% and 100%
Compound annual growth rate of 7%	50%
Nil	0%

EPS is calculated by dividing the Company's NPATA before significant items by the undiluted weighted average number of shares on issue throughout the Performance Period.

The Board will have discretion to include or exclude items from the calculations.

TSR Hurdle

25% of Rights will be subject to a relative TSR Hurdle, which compares the total shareholder return performance of the Company with each of the entities in a comparator group within the S&P/ASX200 as determined by the Board.

In order for the Tranche 2 Rights to vest, the TSR of the Company is compared to companies in the S&P/ASX 200 as at the commencement of the relevant Performance Period.

The TSR of each of the entities in a comparator group will be measured from the start of the Performance Period to the end of the Performance Period.

The TSR Hurdle for the Performance Period will be determined in accordance with the principles set out in the table below:

TSR Hurdle – Link Group's TSR performance compared to the relevant peer group	Percentage of PSRs vesting
Company ranks at or above the 75th percentile	100%
Company ranks between the 50th percentile and the 75th percentile	Straight line vesting of the Rights between 50% and 100%
Company ranks at the 50th percentile	50%
Company ranks below the 50th percentile	0%

Further information

ASX Listing Rule 10.14 provides that a listed company may only permit a director to acquire shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

It is the Board's current intention that if the PSRs vest, shares will be acquired on-market for the purposes of the Plan. In accordance with the ASX Listing Rules, the following information is provided:

- (1) The maximum number of Rights for which approval is sought is 127,992 PSRs and will be calculated as described above and will be notified to shareholders in the relevant Annual Report.

- (2) The PSRs will be allocated at no cost to Mr McMurtrie and the Board has determined that no amount is payable by Mr McMurtrie on the vesting of each PSR or exercise of any PSRs granted under the Plan.
- (3) Upon satisfaction of the performance hurdles set by the Board, the PSRs will vest and subject to the exercise/holding lock requirements, shares will be allocated or issued on a one-for-one basis.
- (4) No loan will be made by Link Group in connection with the acquisition of PSRs or shares by Mr McMurtrie under the Plan.
- (5) Mr McMurtrie is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the Plan and Mr McMurtrie has not received any previous awards of securities under the Plan, nor has approval under the Plan been sought from shareholders previously.
- (6) No Rights will be granted under this approval later than 12 months after the date of the AGM.
- (7) Approval of this resolution will result in the grant of Rights to Mr McMurtrie falling within exception 14 in ASX Listing Rule 7.2. If approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

The Directors, with John McMurtrie abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 6. Appointment of KPMG as Auditor

Resolution 6 seeks shareholder approval for the appointment of KPMG as the auditor of the Company for the Company, at the Company's first AGM since converting to a public company.

Under section 327A of the Corporations Act, KPMG holds office until the Company's first AGM as a public company.

Thereafter, section 327B(1)(a) of the Corporations Act requires the Company to appoint an auditor at its first AGM. KPMG has given, and has not withdrawn, its consent to act as external auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating KPMG as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment B to this Notice.

The Directors unanimously recommend shareholders vote in favour of this Resolution.

Attachment A

Summary of the key terms of the Omnibus Equity Plan

Purpose	The purpose of the Plan is to provide competitive, performance-based remuneration supporting the retention, incentive and reward functions of that remuneration.
Eligibility	Eligible Executive means an executive or director of a member of the Group who is declared by the Board to be an Eligible Executive for the purposes of the Plan.
Form of equity	Under the Plan, awards of Options and Rights can be made. Rights are a right to acquire a Share (by transfer, issue or allocation at the absolute discretion of the Board) on the terms set out in the Invitation. Option means a right to acquire a Share (by transfer, issue or allocation at the absolute discretion of the Board) on the payment of the Exercise Price on the terms set out in the Plan.
Terms of award	A grant of Options and/or Rights under the Plan is subject to both the rules of the Plan and the terms of the specific grant.
Vesting and Exercise	The Rights and/or Options may only be exercised if the Rights and/or Options Vest in accordance with the applicable Performance Hurdles, Service Conditions and Exercise Conditions (if any). Where an Eligible Executive ceases to be employed by a Group Company as a result of a Qualifying Event (see below), the Board may, in its absolute discretion, determine in relation to the Rights and/or Options, which at the time of the Qualifying Event, are held by the Eligible Executive and have not yet Vested, that some or all of those Rights and/or Options will become Vested at the time of the cessation of employment of that Eligible Executive or another date determined by the Board.
Exercise Condition	Exercise Condition means any criteria, requirements or conditions determined by the Board and set out in the Invitation, which must be met (notwithstanding the satisfaction of any Performance Hurdles and/or Vesting Conditions) in order for any Vested Rights and/or Options to be exercisable.
Exercise Price	Exercise Price means: (a) in relation to a Right, a nil amount, unless otherwise determined by the Board and specified in the Invitation, or (b) in relation to an Option, the amount payable on exercise of that Option, as specified in the Invitation.
Exercise	The exercise of any Right or Option may only be effected by lodging a duly completed notice of exercise endorsed on the Rights and/or Options Holding Statement (or a notice of exercise in such other form and manner as the Board may prescribe or accept) with the company secretary of the Company. A Right or Option may only be exercised if at the time of exercise: (a) the Right or Option has become Vested; (b) the Right or Option has not lapsed under any provision of the Plan; and (c) the Exercise Price of the Right or Option (if any) has been paid to the Company in such manner approved by the Board. The Board may determine in its absolute discretion that a Participant will not be required to provide payment of the Exercise Price of Options by cash, cheque or some other method acceptable to the Company, but that on exercise of the Options the number of Shares that will be issued, transferred or allocated will be equal in value to the difference between the Exercise Price otherwise payable in relation to the Options and the then Market Value of the Shares as at the time of the exercise (with the number of Shares rounded down). A Participant's Vested Rights and/or Options may be exercised in whole or in part, but any partial exercise must be for a multiple of 100 Rights and/or Options. If a Participant has not exercised all of their Rights and/or Options, a revised Rights and/or Options Holding Statement will be issued in respect of the remaining Rights and/or Options. Following the exercise of a Right or Option by a Participant, the Company must, within such time as the Board determines in its absolute discretion: (a) unless otherwise specified in an addendum to the Plan Rules that applies to that Participant: (1) instruct the Trustee to subscribe for, acquire and/or allocate the number of Shares in respect of which the Participant's Rights and/or Options have been exercised, and the Trustee will hold those Shares on behalf of the Participant in accordance with the terms of the Trust Deed; and (2) the Company will, or the Company will instruct the Trustee to, notify the Participant that the Trustee holds Shares on the Participant's behalf; or (b) if the Participant is resident in a jurisdiction outside of Australia, and the addendum that applies to offers made under the Plan in that jurisdiction does not allow the use of the Trust, issue or procure the transfer to the Participant of, the Shares in respect of which the Participant's Rights and/or Options have been exercised. The Board may, in its absolute discretion instruct the Trustee to either subscribe for new Shares, acquire Shares on market to be held on a Participant's behalf, or instruct the Trustee to use a combination of both alternatives. Any Shares issued, transferred or allocated on the exercise of Rights and/or Options will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any Shares issued under the Plan.

Change of control	<p>Where:</p> <ul style="list-style-type: none"> (a) a takeover bid is made for the Company and the Board recommends acceptance by the Company's shareholders; (b) a Court orders that a meeting of shareholders of the Company be held to consider a scheme of arrangement between the Company and its shareholders; or (c) the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company, <p>the Board may in its absolute discretion determine that any Right or Option that has not Vested in accordance with the Rules, will vest on, and may be exercised on and from, the date determined by the Board (subject to lapse in accordance with the Plan).</p>
Lapse	<p>Any Rights and/or Options held by a Participant which have not Vested in accordance with the Vesting and Exercise rules (and which have not otherwise lapsed in accordance with the Plan) by the Last Vesting Date – will lapse at 12.01am on the day immediately following the Last Vesting Date.</p> <p>Where an Eligible Executive has acted fraudulently or dishonestly or is in material breach of his or her obligations to any Group Company, any Rights and/or Options held by the Eligible Executive, whether or not those Rights and/or Options are Vested, will immediately lapse at the determination of the Board.</p> <p>Where an Eligible Executive ceases to be employed by any Group Company as a result of the termination of the Eligible Executive's employment other than as a result of a Qualifying Event (see below), any Rights and/or Options held by the Eligible Executive, whether or not those Rights and/or Options are Vested, will lapse immediately on the Eligible Executive ceasing to be so employed.</p> <p>Where an Eligible Executive ceases to be employed by any Group Company as a result of a Qualifying Event, any Rights and/or Options held by the Eligible Executive which have Vested:</p> <ul style="list-style-type: none"> (a) may be exercised by the Participant (or the Participant's legal personal representative, as applicable) during the 12 month period following the date on which the Eligible Executive ceases to be so employed (or, if shorter, in the period until 5.00pm on the Last Exercise Date); and (b) will lapse at 12.01am on the day immediately following the last day of that 12 month period (or, if earlier, at 5.01pm on the Last Exercise Date). <p>All Rights and/or Options which have Vested and which have not been exercised will lapse on the Last Exercise Date or such earlier date as may apply in respect of the Right in accordance with the Rules.</p> <p>Upon the lapse of a Right or Option, all of the Participant's rights in respect of that Right or Option will cease.</p>
Qualifying Event	<p>Qualifying Event means:</p> <ul style="list-style-type: none"> (a) death; (b) serious injury, disability or illness which prohibits continued employment; (c) Retirement or Retrenchment; or (d) such other circumstances which results in a Participant leaving the employment of the Group and which the Board determines is a Qualifying Event.
Share issues	<p>Rights and Options carry no right to participate in rights issues or bonus issues.</p> <p>The Board will:</p> <ul style="list-style-type: none"> (a) reduce the Exercise Price of Rights and/or Options (if any) in the event of a new issue; and/or (b) change the number of underlying Shares to which the Rights and/or Options relate, in the event of a bonus issue, in accordance with the Listing Rules. <p>If Shares are issued, transferred or allocated pursuant to the exercise of a Right or an Option prior to determination of entitlements to a new issue, the Shares so issued, transferred or allocated will be entitled to participate in any new issue in accordance with the Listing Rules.</p> <p>In the event of a reorganisation of the Company's share capital, the Board will review and modify the terms of the Rights and/or Options if required by, and in accordance with, the Listing Rules.</p>
Non-transferable Rights and Options	<p>Rights and Options are non-transferable, unless in the event of the death of a Participant.</p> <p>If a Participant attempts to transfer a Right or Option or otherwise dispose of a Right or Option, the Right or Option will lapse immediately unless the Board determines otherwise.</p>

Dividends	<p>(a) The Rights and/or Options held by a Participant will not give the Participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the exercise of the Rights and/or Options (as the case may be), before the record date for determining entitlements to a dividend.</p> <p>(b) Any dividends payable on any Participant's Shares held by the Trustee will be paid by the Company to the Trustee, and the Trustee will pay any such dividends to the relevant Participant as soon as reasonably practicable after those dividends are paid by the Company to the Trustee.</p>
Voting rights	<p>(a) A Participant may exercise any voting rights attaching to Shares acquired following the exercise of the Participant's Rights and/or Options and registered in the Participant's name.</p> <p>(b) The Participant may direct the Trustee by notice in writing as to how to exercise the voting rights attaching to the Participant's Shares held by the Trustee, either generally or in respect of a particular resolution, by way of proxy.</p> <p>(c) In the absence of any such direction, the Trustee must not exercise the voting rights attaching to the Participant's Shares.</p> <p>(d) The Trustee must not vote in respect of any Participant's Shares if the vote occurs by show of hands.</p>
Administration of the Plan	<p>The Plan will be managed in accordance with the Plan Rules, by the Board, which will have power to:</p> <p>(a) determine appropriate procedures and make regulations for the administration of the Plan consistent with the Plan Rules;</p> <p>(b) resolve and bind the Company and the Participants absolutely regarding any question of fact, interpretation, effect or application arising in connection with the Plan;</p> <p>(c) determine matters falling for determination under the Plan Rules in its absolute discretion having regard to the interests of and for the benefit of the Company;</p> <p>(d) exercise the absolute discretions conferred on it by the Plan Rules or which may otherwise be required in relation to the Plan;</p> <p>(e) delegate to any one or more persons (for such period and on such conditions as it may determine) the exercise of any of its powers or discretions arising under the Plan; and</p> <p>(f) appoint or engage specialist service providers for the operation and administration of the Plan.</p> <p>Suspension or termination of Plan:</p> <p>(a) the Plan may be suspended or terminated at any time by resolution of the Board.</p> <p>(b) in the event of a suspension or termination, the Plan Rules will continue to operate with respect to any Shares issued, transferred or allocated under the Plan prior to that suspension or termination, and any Shares to be issued, transferred or allocated under the Plan as a result of any Invitation which has been issued and accepted prior to that suspension or termination.</p>
Amendment	<p>Subject to these rules and the Listing Rules, these Rules may be generally amended at the direction of the Board so as to amend, add to, delete or otherwise vary the Rules at any time in any manner the Board thinks fit in its absolute discretion.</p> <p>The Board may make any additions, variations or modifications to these Rules, in relation to the implementation of the Plan and the specific application of these Rules to Eligible employees residing outside Australia.</p>

Attachment B

Notice of Nomination of Auditor KPMG

9 October 2016

John Hawkins, Company Secretary
Link Administration Holdings Limited

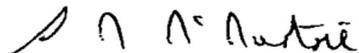
Dear Mr Hawkins,

NOMINATION OF KPMG AS AUDITOR OF LINK ADMINISTRATION HOLDINGS LIMITED (ABN 27 120 964 098)

I, John McMurtrie, being a shareholder of Link Administration Holdings Limited, nominate KPMG for the appointment as auditor of Link Administration Holdings Limited at its 2016 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2016 Annual General Meeting of Link Administration Holdings Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



John McMurtrie

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Link Administration Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 934 599

VOTING FORM

I/We being a member(s) of Link Administration Holdings Limited (**Link Group or Company**) and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY
(prior to the Annual General Meeting)

elect to lodge my/our vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 18 November 2016**, and at any adjournment or postponement of the Meeting.

You should mark either 'for', 'against' or 'abstain' for each item.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 18 November 2016 at the Events Centre, Collins Square, Tower Two, 727 Collins Street, Melbourne, Victoria (the Meeting)** and at any adjournment or postponement of the Meeting.

Important for Resolutions 3, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with a

STEP 2

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Election of Director – Anne McDonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Link Group Omnibus Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Michael Carapiet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Managing Director's Participation in the Link Group Omnibus Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of KPMG as Auditor	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you mark Box A in Step 1 you are indicating that you wish to vote directly. Please mark either "For", "Against" or "Abstain". For your vote to be counted, you must mark either "For" or "Against". If you mark the "Abstain" box your vote will not be counted.

If no direction is given, or if you complete both Box A and Box B or neither, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may with the Company's share registry's consent, identify on the Voting Form the total number of votes in each of the categories "For" and "Against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote, unless you instruct the Company or the Company's share registry otherwise.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark Box B in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1 in the space allocated. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two proxies. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

The Annual General Meeting (AGM) of Link Group will be held on **Friday, 18 November 2016 commencing at 10:00am (AEDT) at the Events Centre, Collins Square, Tower Two, 727 Collins Street, Melbourne, Victoria.**

Shareholders are also able to participate and vote at the AGM via an online platform. More information regarding the online participation at the AGM and voting via the online platform is available in the AGM Online Platform Guide. The Guide will be filed on the ASX's market announcement platform and will also be available on (www.linkgroup.com).

If you do not propose to attend the AGM in person or participate via the online platform, but wish to be represented by proxy, please complete and return this form.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 16 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Link Administration Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



Link Administration Holdings Limited

ABN 27 120 964 098

LODGE YOUR QUESTIONS

ONLINE www.linkmarketservices.com.au

BY MAIL Link Administration Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX +61 2 9287 0309

BY HAND Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO Telephone: +61 1300 934 599

Please use this form to submit any questions about Link Administration Holdings Limited (Company) that you would like us to respond to at the Company's 2016 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registry, Link Market Services Limited, by Friday, 11 November 2016.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- Performance or financial reports, Remuneration Report, My question is for the auditor, A resolution being put to the AGM, Sustainability/Environment, Future direction, General suggestion, Other

Blank lines for writing the question.

- Performance or financial reports, Remuneration Report, My question is for the auditor, A resolution being put to the AGM, Sustainability/Environment, Future direction, General suggestion, Other

Blank lines for writing the question.

QUESTIONS