

# CORPORATE MARKETS IRELAND SERVICES



# CONFIDENCE CONNECTING YOU WITH YOUR INVESTORS

Knowing what good looks like underpins every aspect of our comprehensive offering. That's why our team of experts are trusted to support advisers, company secretaries and boards of companies in Ireland and beyond.

Our purpose is to connect people with their assets and, by optimising our global footprint, we can deliver better results to our clients at a local level.

## **Our services include:**

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# INTRODUCTION

At Link Group, our aim is to support our clients from incubation through the IPO stage of their development, their growth plans through to maturity and all the events in between.

Our breadth of services include Company Matters, our company secretarial service, Treasury Services, acting Share Registrar and issuer agent, the management of employee share plans, corporate action advisory services, beneficial ownership analysis from Orient Capital, proxy solicitation from D.F. King Ltd and so much more.

We have been in the Irish market since 1999 and our legacy businesses have been around for much longer. We have a deep understanding of the Irish market and have assisted our issuer clients to navigate life on the public markets throughout those years. Helping our clients through the ever-changing post-Brexit regulatory environment, we have been through the migration to Euroclear Bank, as CSD for Ireland, as well as developments for Dematerialisation and SRDII. We've also led the way in managing IPOs, Rights Issues and Takeovers under the new CSD arrangements. These achievements are testament to our long-standing partnerships with our clients, and my team's dedication to providing a best-in-class service, no matter what.

Beyond the day-to-day running of companies' register of shareholders, our investor relations experts Orient Capital can provide high quality share ownership analytics, market intelligence and investor communications to give you the confidence to engage with your investors. And, D.F. King Ltd, our proxy solicitation experts, can help secure shareholder support by letting you understand how those investors vote, so you can target the right messaging and get those crucial votes across the line. We're also undertaking a multi-million euro investment over the next five years to enhance our leading technology and better-support the way our clients engage and interact.

We are ambitious for what we can deliver together, by working in partnership with you and aligning our broad breadth of services and solutions to your challenges and objectives. I want to ensure that our partnership is for the long term, by making sure that our clients have access to the best technology, committed professionals and exceptional service that Link Group offers.



**Pat O'Donoghue**  
*Managing Director*  
*Link Registrars Limited*



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# SHARE REGISTRATION

We are the largest share registrar across Ireland & the UK, delivering tech-enabled services to support companies to progress in a challenging financial world with confidence. We maintain registers for over 1,000+ clients across Ireland & the UK. As the number one registrar, with a long track record of industry firsts, we work closely with our clients to deliver shareholder services for companies and funds listed on Euronext Dublin and the London Stock Exchange.

Our teams support boards at all levels of maturity with ever-evolving regulation, governance and shareholder engagement.

## What we do

- Maintain and update your register of shareholders
- Shareholder support by providing an online platform for shareholders and employees to view and manage their holdings online as well as a local call centre
- Multi-currency dividend Payments, DWT statements and reconciliation of the dividend bank accounts
- Annual General Meeting (AGM) and Meeting Support through Virtual and / or Hybrid AGMs, General Meetings (GMs), proxy voting and planning, Scrutineer Services
- Management of your shareholder meetings, welcoming and registering all attendees and collating resolution votes
- Corporate Actions (Takeovers, Scheme of Arrangement, Rights Issues, Open Offers, Tender Offers and much more)

*“Link Group has been our registrar for over 20 years. The support that we receive from the team at Link Group is second to none. They make the day-to-day management of our shareholder register look easy. In the recent past, Link proved to be of invaluable help during the migration of the Dublin stock exchange to the new CSD and the implementation of our Brexit ownership and control solution in 2021. Link has over 20 years of experience managing our nationality register, including the restricted share notice process and – more recently – the forced sell-down process. The team has contributed to the design of these processes and it has been a great collaborative experience. The introduction of Link’s subsidiaries, Orient Capital and D.F. King, to the relationship has provided us with both a valuable insight into our ownership registers and also expert advice around managing our voting arrangements. I am pleased to wholeheartedly recommend Link Group and their services.”*

**Juliusz Komorek, Group Chief Legal & Regulatory Officer, Ryanair**



For more information visit our website [here](#)

# EMPLOYEE SHARE PLANS

Employee share plans are an integral part of the remuneration package and a key element for companies to attract, retain and motivate their employees. Share plans sit within our range of administration services and are part of a complete range of employee solutions – allowing you to work with one provider.

We have significant experience in providing competitive tenders for existing trusts – helping companies simplify the transfer process and realise savings.

## Plans include the full range of:

- Long term incentive plans (RSP, co-investment)
- Jointly owned equity plans
- Option plans (ESOP, CSOP, EMI)
- International Sharesave
- Approved Profit Share Schemes
- Share Incentive Plan

*“Irish Distillers Ltd, part of the Pernod-Ricard group, has operated an Employee Share Purchase Scheme since 1986. For twenty-five years the administration of this scheme was handled internally using a stand-alone computerised system.*

*We outsourced the administration of our Employee Share Purchase Scheme to Link Group in October 2012. We chose Link because of their international experience and their technological and systems capabilities. The transfer went seamlessly and in 2016 we appointed Link as our Trustee and Administrator for our UK Dillon-Bass Employee Plans. Since Link’s appointment we have been impressed by their commitment and enthusiasm, particularly in supporting our electronic communication initiatives and employee roadshows.”*

**Jean O’Carroll, Reward manager, Irish Distillers / Pernod Ricard**



**Irish Distillers**  
Pernod Ricard

## Why work with Link Group?

- We provide comprehensive employee benefit trust services for our clients ranging from private companies, through IPO to main exchange listed companies
- As trustees, we work closely with Link Group’s share plan services team, specialists in share plan administration to provide a complete solution
- Our clients have access to a wide range of related services including Link Group’s registration services, full IPO advisory services, award valuation and share dealing
- We have a dedicated team of experienced trust and administration professionals, with over 30 years’ experience, based in Dublin – a stable and highly regulated environment
- As we are independent of any bank, investment manager, law or accountancy firm we are free to work with you and your advisors in the provision of a commercial and practical professional service.



For more information visit our website [here](#)

# CREST SHARE CUSTODY SERVICE FOR EMPLOYEE BENEFIT TRUSTS

**Many companies understand the value of providing their workforce with a range of incentives, including share options and share awards.**

**These can include:**

- Share options (CSOP, ESOP, EMI)
- Long term incentive plans (including RSP, DFB)
- Sharesave

**Once the decision has been made on the share plan, the company will need to decide how to satisfy the shares requirement when the options are exercised or released.**

**There are several ways to achieve this:**

- The most common is to get a block listing and issue new shares when called upon. However, this will dilute current shareholders and may not pass shareholder approval
- Depending on cash, a company may seek to purchase shares in the Market and engage an Employee Benefit Trust (“EBT”) to assist with the efficiency of holding shares in an unallocated Trustee account
- There are important statutory and tax exemptions which apply to EBTs. Ordinarily shares held in an EBT, normally offshore, are protected from Irish and UK capital gains tax
- The Trustee operating the EBT can only be used in connection with employees, former employees, and family members, but family members are at the Trusts discretion

**How can Link Group help the Trustee?**

We provide CREST Custody accounts to the Trustee to hold the shares until called upon to cover the shares requirement for the share plan exercise/release. We work closely with most Trustees and can offer an introduction to our panel of Trustees, including:

- CREST dematerialised share custody
- Dividend waiver facility or full dividend payment against a mandate
- AGM voting
- Corporate action work
- Purchase and/or sell shares on behalf of the Trustee, as Trustee
- Undertake share sales to cover participant tax withholdings

Where Link Group administers the share plan on behalf of the company, releasing shares is easy to undertake. Once we receive the Trustee instruction, we do the rest. Whether a company self-administers the share plan, or uses the Link share plan administration service, we can offer employees a sale facility service and co-ordinate all the actions with the employees, company, and Trustee for a seamless process.



# INVESTOR RELATIONS



Orient Capital, a Link Group company, is a global leader enabling clients to underpin their investor relations activity, from monitoring shareholder base activity, to engaging with investors, targeting new institutions and in turn reporting at board level.

We help listed companies identify and track their shareholders and underlying beneficial owners, as well as their behaviour. Turning quality analysis into valuable, up-to-date insights, enabling engagement with investors and stakeholders with confidence.



Shareholder analytics underpins any investor relations programme, from monitoring movement on your shareholder base to using it to report on and broaden your engagement. Orient Capital analytics are compliant with Irish law.



Perception studies are used to receive uncensored feedback from the investor community on a wide variety of subjects to support corporate strategy.



Investor targeting allows you to access intelligence on a wide pool of investors to broaden out your shareholder base and target non-investors.



Webcasting gives you the ability to support messaging to your stakeholders. We assist audio, video and conference calls which can be linked to your website for corporate events like your results or AGM



Our activist monitoring support extends from profiling and providing alerts on movement on your share register to supporting activist defence (via our D.F. King team)

Our team supports some of the largest issuers in the world with IR related services such as share ownership analytics, market intelligence and investor communications. We give you the confidence to engage with your shareholders. As the largest global analyser of shareholder intelligence globally, we support over 1,600 issuers and are well placed to understand your IR requirements.



For more information visit our website [here](#)



# PROXY SOLICITATION

## D.F. KING

D.F. King is one of the world's oldest and leading firms in the field of proxy solicitation, governance advisory, M&A, and activist defence. Our proxy team supports over 350 projects a year to help our clients engage with their key Investors in and around their AGM.

Board director remuneration and composition, ESG and dividend payments have all been triggers for more vocal investor activity.

Our services include:

### Proxy solicitation (institutional and retail)

Active engagement with key institutions to improve their understanding of issues as well as gauge voting intentions (verification of deadlines, vote shepherding, daily monitoring of voting) and vote matching.

### Governance support

Strategies on how to mitigate the risk around negative votes, from identifying top contentious issues through to preparation of material and active engagement.

### M&A / takeovers / activist defence

Winning the hearts and minds of shareholders during corporate actions, especially when they are contested, is critical. Well-designed and targeted campaigns, articulating key messages and benefits to shareholders, will deliver shareholder support – we provide the intelligence you need to effectively manage these situations.

### What makes us different?

Through D.F. King, Link Group has ensured it is able to offer its clients an unrivalled specialist capability, which is a key factor in our success. This, coupled with the in-house shareholder intelligence from our Orient Capital team, is a key benefit of our integrated solution, delivered by a team who knows how to deliver.

Our highly regarded team contains longstanding industry professionals with investment banking and related experience, who have an excellent track record in ensuring the best outcome for their clients. We are consistently ranked #1 Proxy Solicitor by number of deals supported.

Security of information is critical to our business and by offering a dedicated and trustworthy integrated solution, we are confident in providing a complete solution across your team.

We call this the **DFK Standard**.



For more information visit our website [here](#)

# CORPORATE GOVERNANCE & COMPANY SECRETARIAL EXPERTS

Company  
*Matters.*

Company Matters is one of Ireland & the UK's largest providers of company secretarial services and corporate governance advice.

## Why work with us?

Our highly-regarded team has provided company secretarial services and corporate governance advice for more than 35 years and are one of Ireland & the UK's largest providers of company secretarial services. With over 50 dedicated company secretaries and governance professionals with diverse backgrounds, skills, knowledge and experience we know what good governance looks like.

We specialise in providing tailored support to company secretaries and boards of a wide range of Irish & UK listed companies in different sectors, countries and stages of maturity. Whatever your situation, you'll receive practical support from a nominated team of the size and experience to meet your requirements.

We communicate actively and regularly, making sure we are properly embedded with the right teams and functions of your business.

## Statutory Compliance

- Ensuring compliance with the Companies Act 2014.
- Holding the statutory registers, providing copies of these upon request.
- Production and filing of the Annual Return and Accounts with the Companies Registration Office.
- Ensuring that the minute books of the Company are maintained and kept up to date.
- Maintenance of appropriate filing and archiving systems.
- Preparing the Annual General Meeting (AGM) documentation or AGM waiver as required (organisation/attendance at the AGM excluded).
- Preparing board minutes to approve the annual accounts
- Additional support, such as an appointment or resignation of a director, changes to the share capital or beneficial ownerships details will be provided on a time spent basis in accordance with the fees in force at the time.

*"Company Matters really understand our companies. They are experienced, practical and we can have open discussions with them."*

Rebecca Wooldridge, UK General Counsel, Bank of Georgia PLC



For more information visit our website [here](#)

# TREASURY

**Link Treasury Services are the best resourced and most experienced treasury management advisor in Ireland & the UK with over 60 employees.**

## Who are we?

Link Treasury Services provides tailored treasury management and capital financing (including asset finance) advisory services to over 400 private and public sector clients. We provide a range of key treasury services built around our clients' needs in order to add optimum value to their treasury and capital finance function. Our resources and diverse skillset mean we are always available to help and support each client in these areas of their business.

## Our services

Our services are designed to enhance the performance of the treasury function, adding additional capacity to the internal team, as well as support the management of risk.

- Agency Treasury Services (ATS) - dealing with the ATS panel banks means that there will be no Know Your Customer (KYC), compliance or FATCA requirements to be completed either now, or on an ongoing basis, with those banks that our clients wish to place funds with.
- Asset finance - Link Group has arranged leases in relation to around £1.5 billion of assets. Streamlining processes to deliver anything from funding of vehicles, plant and equipment, providing IFRS 16 Lease accounting software and generating real, identifiable savings through proactive management of our client's lease portfolios.
- Business planning - providing bespoke, tailored advice and support in capital strategy planning, revenue modelling and business rates modelling
- Corporate finance - providing advice, company and share valuations, project risk assessments and due diligence
- Credit and investment services - providing advice and a comprehensive counterparty risk assessment service whilst identifying products that provide real benefits to our clients, in line with their strategic objectives.
- Debt and new borrowing - providing a proactive debt advisory service, minimising the costs of new borrowing and identifying opportunities to refine the costs of current debt through a pro-active debt restructuring service
- Derivatives - solutions and advice for those who use or are looking to utilise derivatives as part of their treasury strategy. Including devising hedging strategies, indicative pricing and benchmarking, arrangement of ISDA documentation and counterparty derivative lines
- Technical accounting - including support and advice for year-end accounts, Balance Sheet Resilience and Performance monitoring, project financing and Loan Fund Strategies
- Training - comprehensive treasury and capital financing training programmes are available and tailored to clients' requirements



For more information visit our website [here](#)

## #WeAreLinkGroup

We are a global, digitally enabled business connecting millions of people with their assets – safely, securely and responsibly.

From equities, pension and superannuation to investments, property and other financial assets, we partner with a diversified portfolio of global clients to provide robust, efficient and scalable services, purpose-built solutions and modern technology platforms that deliver world class outcomes and experiences.

We help manage regulatory complexity, improve data management and connect people with their assets, through exceptional user experiences that leverages the expertise of our people combined with technology, digital connectivity and data insights.

### Contact:



#### Pat O' Donoghue

Managing Director,  
Link Registrars Limited & Link CTI Limited  
Corporate Markets EMEA, Link Group

**m:** + 353 87 6503030

**e:** pat.odonoghue@linkgroup.ie

149 The Capel Building,  
Mary's Abbey  
Dublin 7  
D07 DP79  
Ireland

[www.linkgroup.eu](http://www.linkgroup.eu)



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