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Dear Interested Party

Re: Request for submissions: Dye & Durham's proposed acquisition of Link

The Australian Competition and Consumer Commission (**ACCC**) is seeking your views on the proposed acquisition of Link Administration Holdings (**Link**) by Dye & Durham Corporation (**D&D**) (the **proposed acquisition**).

D&D provides information search and broking services Australia-wide, and jurisdiction-specific conveyancing software solutions and lodgement services, including manual search, mortgage and lodgement services.

Link provides outsourced administration services for superannuation funds and corporate markets, as well as related services including data management, analytics, digital communication and stake-holder education and advice. Link also has a 43% stake in PEXA Group Limited (**PEXA**), which operates an Electronic Lodgement Network and provides a selection of add-on products, such as PEXA Plus and PEXA Projects. Further details are provided at **Attachment A**.

The ACCC's investigation is focused on the impact on competition. In particular, we are seeking your views on:

- competition to supply information search and broking services, conveyancing software, practice management software, and lodgement and settlement services—and combinations or bundles of these
- the ability and incentive for D&D, Link and/or PEXA to discriminate against or 'foreclose' other businesses (such as other information search and broking providers, software providers or Electronic Lodgement Network Operators) or otherwise frustrate their ability to compete.

Further issues you may wish to address are set out in **Attachment B**.

This matter is public and you can forward this letter to anybody who may be interested.

The legal test which the ACCC applies in considering the proposed acquisition is in section

50 of the *Competition and Consumer Act 2010*. Section 50 prohibits acquisitions that are likely to have the effect of substantially lessening competition in a market.

Please provide your response by 5pm, 15 March 2022 via email with the title: *Submission re: D&D/Link - attention John Rouw / Nicholas Welfare*. If you require more time to respond, please let us know.

If you would like to arrange a time to discuss the matter with ACCC officers, or have any questions about this letter, please contact John Rouw on (03) 9290 1402 or Nicholas Welfare on (02) 9230 3813.

Updates regarding the ACCC's investigation will be available on the ACCC's Public Mergers Register at ([ACCC mergers register](#)).

Confidentiality of submissions

The ACCC treats sensitive information it receives during a merger review as confidential, and will not publish your submission. We will not disclose submissions to third parties (except our advisors/consultants) unless compelled by law (for example, under freedom of information legislation or during court proceedings) or in accordance with s155AAA of the *Competition and Consumer Act 2010*. Where the ACCC is required to disclose confidential information, we will notify you in advance where possible so that you have an opportunity to be heard. Therefore please clearly indicate if any information you provide is confidential.

Our [Informal Merger Review Process Guidelines](#) contain more information on confidentiality.

Yours sincerely



Daniel McCracken-Hewson
General Manager
Merger Investigations

Attachment A

The proposed transaction

Dye & Durham proposes to acquire 100% of the issued share capital of Link Administration Holdings.

Dye & Durham

Dye & Durham (**D&D**) is an international provider of cloud-based software and technology solutions to legal and business professionals, including lawyers and conveyancers. D&D acquired SAI Global's Property Division in January 2021 and GlobalX in July 2021. D&D's core products and services include:

- Information search and broking services—property, commercial and personal information.
- Conveyancing and legal practice management software—including Matter Centre and Conveyancing Manager, Iceridge, Conveyancing Directory, Open Practice, and TrustOnline.
- Manual property settlement services—services include physical property settlement attendance, stamp duty calculations and manual stamping, lodgement and registration.

Link Administration Holdings

Link Administration Holdings (**Link**) is an Australian based, ASX listed company (ASX: LNK). It provides outsourced administration services for superannuation funds and corporate markets, as well as related services including data management, analytics, digital communication and stakeholder education and advice.

PEXA

Link also holds a 43% stake in PEXA Group Limited (ASX:PXA), making it the largest shareholder. As at the date of PEXA's 2021 annual report, Commonwealth Bank of Australia had an approximate 23% stake. No other shareholder had more than 10%.

PEXA is an electronic lodgement network operator, providing an online platform that allows property settlements to be completed electronically (e-conveyancing). PEXA offers the following products and services:

- Electronic Lodgement Network—The PEXA exchange is a digital property settlements platform that is integrated with six Land Titles Offices and five State Revenue Offices for the lodgement of documents, as well as the Reserve Bank of Australia, the Australian Taxation Office and major financial institutions to facilitate financial settlement. PEXA also offers a range of complementary tools to assist subscribers using the PEXA exchange, including PEXA Plus, PEXA Projects, PEXA Key, PEXA Planner, and PEXA Tracker.
- Information search and broking services—PEXA Plus allows for ordering of a limited range of title searches, property searches and certificates in NSW and Victoria. PEXA operates as a re-seller of content compiled by third party brokers.
- PEXA Ventures—offers a range of funding, bespoke services and programs for entrepreneurs and businesses in the property services sector.
- PEXA Insights—provides insights into the Australian property market to industry, government and individuals, using information from the PEXA exchange coupled with complementary datasets.

Attachment B

1. Provide a brief description of your business or organisation, including any commercial relationship/s you have with D&D, Link or PEXA.

Information search and broking services and conveyancing and legal practice management software

2. Discuss the closeness of competition between D&D and PEXA for the supply of information search and broking services, conveyancing software and legal practice management software. Provide examples.
3. Identify and describe other suppliers and the extent to which they compete with D&D and/or PEXA in the supply of these products/services.
 - a. In your response, identify and describe any especially vigorous or effective competitors, including in terms of price discounting, promotional activity, product innovation or new technologies.
4. If you are a provider of these services, discuss the extent to which your organisation competes with D&D and/or PEXA in the supply of information search and broking services, conveyancing software or legal practice management software. Provide examples.

e-conveyancing and Electronic Lodgement Networks

5. Discuss competition, including potential future competition, between PEXA and any other providers of e-conveyancing and/or Electronic Lodgement Networks. Provide examples. For example, discuss:
 - a. the extent to which PEXA faces competition, now or in the next two to three years, and from which firms
 - b. the nature of competition, such as whether there is competition on price, promotional activity, production innovation / new technologies or combining / bundling services and other products.
6. Outline your views on the likelihood of a new firm successfully entering, or an existing competitor expanding in, supplying e-conveyancing and/or Electronic Lodgement Networks (and provide examples). In your response, explain the nature and extent of any barriers or impediments to such entry or expansion. You may wish to have regard to such factors as:
 - a. economies of scale and the minimum efficient scale of market entry
 - b. costs and timeframe for market entry
 - c. any regulatory barriers
 - d. access to key inputs, such as data or data standards
 - e. interoperability and/or integration between platforms.

Potential for anti-competitive foreclosure post-acquisition

7. Discuss whether and why you consider any products or services offered by D&D or PEXA are “must haves” for your or any other business.

8. Provide your views on whether a combined D&D/Link will have the ability and incentive to:
 - a. limit or deny access to any product or service
 - b. bundle or tie services together (including information search and broking services, conveyancing or legal practice management software, manual settlement services and Electronic Lodgement Network services)
 - c. establish preferential integration with PEXA
 - d. raise any barriers for entities other than D&D/Link to integrate with PEXA or access PEXA's services.
9. Discuss whether any of the following factors are likely to limit a combined D&D/Link's ability to engage in any of the behaviour outlined in Question 8:
 - a. Link having a minority 43% interest in PEXA, compared with full ownership
 - b. any regulatory regimes
 - c. alternatives to PEXA.

Additional information

10. Provide any additional information or comments relevant to the ACCC's consideration of the proposed acquisition.