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Perpetual GROUP

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ASX Announcement

16 March 2026

Perpetual announces sale of Wealth Management business

Perpetual Limited ("Perpetual") (ASX:PPT) today announces it has entered into a binding agreement to sell Perpetual's Wealth Management business ("Wealth Management" or "Perpetual Wealth Management Group") to Bain Capital Private Equity, LP ("Bain Capital") ("Transaction").

The total consideration elements comprise:

- an upfront cash payment at completion of $500 million (subject to adjustments for regulatory capital, working capital and other customary adjustments relating to the Wealth Management business as at completion);
- a potential additional upfront cash payment at completion based on the performance of the advice business prior to completion[1]; and
- an earn out payment of up to $50 million, relating to the performance of the Accounting and Wealth operations of the Wealth Management business following completion, which will be tested and payable two years following completion.

As part of the Transaction, Perpetual will licence the brands "Perpetual Wealth" and "Perpetual Private" to the Perpetual Wealth Management Group for a period of 15 years. Perpetual will continue to own all rights in the "Perpetual" brand.

The Transaction will be implemented via the sale of all the shares in Perpetual PWM Services Pty Ltd (as the head company of the Perpetual Wealth Management Group) and is on a cash and debt free basis.

Net cash proceeds from the Transaction will be used to reduce debt and support investment in organic growth in the Asset Management and Corporate Trust businesses. Following completion, Perpetual expects to have a pro-forma net debt to EBITDA position of circa 0.2x, taking into account the impact of expected transaction and separation costs, tax and other adjustments.

Perpetual CEO and Managing Director, Bernard Reilly, said: "Following a thorough sale process, we believe we have achieved the right outcome for our shareholders, clients and people, and one that reflects Wealth Management's longstanding reputation as a premium provider of high net worth advisory, fiduciary, philanthropic and not-for-profit offerings in the Australian market.

"This is a pivotal step in our strategy to simplify and transform Perpetual. Following completion, Perpetual will have a stronger balance sheet and more simplified business, focused on two core businesses, asset management and corporate trustee services, while also enhancing its ability to invest for future growth and deliver improved shareholder returns over the longer term.

"We believe we have found the right owner for the Wealth Management business to help it continue to grow and deliver high quality products and services to its clients. Today's announcement also provides clarity and certainty for our teams, who have continued to show an exceptionally high level of professionalism, commitment and focus throughout this process."

[1] In the period to completion of the Transaction, expected to be in Q4 of calendar year 2026, incremental business performance and activity could potentially deliver additional upfront consideration of up to $50 million, with a mid-point of $25 million, relating to the performance of the advice business.

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Timetable and conditions

Completion of the Transaction is subject to the following conditions:

- Bain Capital obtaining FIRB and ACCC approvals; and
- Perpetual completing the corporate restructure (and other associated activities) required to separate the Wealth Management business from the broader Perpetual Group and its asset management and corporate trustee services businesses. Implementation of the restructure to create the Perpetual Wealth Management Group will require (amongst other matters) regulatory relief and approvals from ASIC and Court orders to facilitate the transfer of certain assets, liabilities and undertakings relating to the Wealth Management business, including by way of schemes of arrangement under Part 5.1 of the Corporations Act[2], and Ministerial consent to the change in control of the Wealth Management traditional trustee business.

The sale agreement includes certain termination rights, including for non-satisfaction of the above conditions or due to the occurrence of one or more events that would, or be reasonably expected to, materially adversely impact FY26 or FY27 earnings of the Perpetual Wealth Management Group.

The Transaction is not subject to a financing condition.

The current intention of the parties is to complete the Transaction towards the end of the 2026 calendar year.

Transaction and separation costs, estimated tax and other adjustments

Additional transaction and separation costs, not already incurred and expensed as at 31 December 2025 in relation to the Transaction, are expected to be approximately $30 million post-tax. These are expected to be incurred over a period of between 12 to 18 months. Stranded costs following completion are not expected to be material, given the existing Simplification Program activities already underway.

Perpetual will provide transitional services relating to technology and other operational services, and incidental matters to the Perpetual Wealth Management Group for up to 18 months following completion, with an option for the Perpetual Wealth Management Group to extend those services for up to a further six months.

Estimated taxes on the proceeds is expected to be between $45 - 50 million[3]. Tax paid will add franking credits to Perpetual's balance sheet for it to utilise in future dividend payments, expected by 2H27.

Net proceeds to Perpetual are subject to regulatory capital, working capital and other customary adjustments, and the determination of any additional upfront payment at completion relating to the performance of the advice business and any earn out payment relating to the performance of the Accounting and Wealth operations of the Wealth Management business following completion.

Net proceeds will be used to repay its $400m Facility D – Bridge, with relevant final amounts to be determined as at completion (including as part of the purchase price adjustment process under the sale agreement), and following the determination after the second anniversary of completion of any earn out payment relating to the performance of the Accounting and Wealth operations of the Wealth Management business following completion.

Under the sale agreement, Perpetual will retain responsibility for certain pre-completion matters and will provide protection to Bain Capital and the Perpetual Wealth Management Group in relation to those pre-completion matters via indemnities.

[2] It will not be necessary to obtain approval from shareholders of Perpetual to implement the corporate restructure, including the schemes of arrangement under Part 5.1 of the Corporations Act which will be implemented by certain subsidiaries of Perpetual.

[3] This estimate is based on assumed net proceeds at completion of $500 million.

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Advisers

Barrenjoey is acting as financial adviser to Perpetual and King & Wood Mallesons is acting as legal adviser to Perpetual on the Transaction.

-ENDS-

This announcement was authorised for release by Perpetual's Board.

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About Perpetual Group

Perpetual Limited (Perpetual Group) is an ASX listed (ASX:PPT) global financial services firm operating a multi-boutique asset management business, and wealth management and trustee services businesses.

Perpetual Group owns leading asset management boutiques including Perpetual, Pendal, Barrow Hanley, J O Hambro, Trillium and TSW, as well as the Regnan brand.

Perpetual Group's wealth management business services high-net worth clients, not for profits, and private businesses through brands such as Perpetual Private, Fordham and Jacaranda Financial Planning.

Perpetual Group's corporate trust business provides services to managed funds, the debt market and includes a growing digital and markets business.

Headquartered in Sydney, Perpetual services its global client base from offices across Australia as well as internationally from Asia, Europe, the United Kingdom and United States.