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ASX Announcement **26 September 2025**

Elanor Commercial Property Fund

ECF Independent Board Committee Unanimously Recommends that you REJECT the Offer from Lederer

The Independent Board Committee of ECF ("ECF IBC") has prepared and now releases a target's statement ("Target's Statement") responding to the off-market takeover offer by LDR Assets Pty Ltd ACN 689 671 396 as trustee for the LDR Assets Trust to acquire all of your securities in Elanor Commercial Property Fund ("Offer") as set out in the Replacement Bidder's Statement released on 10 September 2025.

The Target's Statement sets out the ECF IBC's formal response to the Offer, including a detailed analysis and important information about the Offer, and the ECF IBC's unanimous recommendation to securityholders to **REJECT** the Offer and the reasons for that recommendation.

The Target's Statement attaches an Independent Expert's Report prepared by Kroll Australia Pty Ltd ("Independent Expert") in connection with the Offer. The Independent Expert's opinion is that the Offer is **neither fair nor reasonable** to ECF securityholders. The Independent Expert's opinion should be read in context with the full Independent Expert's Report, the Replacement Bidder's Statement and the Target's Statement.

The Target's Statement is attached to this announcement, by way of service pursuant to item 14 of section 633(1) of the *Corporations Act 2001* (Cth).

ENDS

This announcement has been authorised for release by the ECF IBC.

For further information regarding this announcement, please contact:

Investor enquiries regarding the Offer and the ECF IBC's response, including the Target's Statement:

ECF Information Line
Phone: 1300 255 218 (within Australia) or
+ 61 2 9066 4084 (outside Australia)

Media enquiries:

Jack Gordon
Sodali & Co
Phone: +61 478 060 362

About Elanor Commercial Property Fund
Elanor Commercial Property Fund (ASX: ECF) is an externally managed real estate investment trust that invests in Australian commercial office assets. www.elanorinvestors.com/ECF

Elanor | COMMERCIAL PROPERTY FUND

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This is an important document and requires your immediate attention.

If you are in any doubt about what to do, you should contact your broker, legal adviser, financial adviser, tax adviser or other professional adviser as soon as possible.

TARGET'S STATEMENT

This Target's Statement is given by Elanor Funds Management Limited ACN 125 903 031 (**EFML**) as Responsible Entity of Elanor Commercial Property Fund I and Elanor Commercial Property Fund II (ASX: ECF) (**ECF**) in response to the off-market takeover bid by LDR Assets Pty Ltd ACN 689 671 396 as trustee for the LDR Assets Trust (**Lederer**) for all the stapled securities in ECF that it does not already own.

THE INDEPENDENT BOARD COMMITTEE OF ECF UNANIMOUSLY RECOMMENDS THAT YOU

REJECT

The offer from Lederer

Do nothing. Take no action.
Ignore all documents from Lederer.

If you have any questions in relation to this document, you should call the ECF Securityholder Information Line on 1300 255 218 (within Australia) or +61 2 9066 4084 (outside Australia) between 9am and 5pm (Sydney time), Monday to Friday (excluding public holidays).

FINANCIAL ADVISER

ORD MINNETT

LEGAL ADVISER

Arnold Bloch Leibler
Lawyers and Advisers

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Disclaimer and Notices

Nature of this document

This document is a Target's Statement given by Elanor Funds Management Limited ACN 125 903 031 (**EFML**) as Responsible Entity for Elanor Commercial Property Fund I and Elanor Commercial Property Fund II (ASX: ECF) (**ECF**) under Part 6.5, Division 3 of the Corporations Act in response to the off-market takeover bid made by Lederer for all the stapled securities in ECF that it does not already own.

ASIC and ASX disclaimer

A copy of this Target's Statement has been lodged with ASIC and released to ASX on 26 September 2025. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the content of this Target's Statement.

Investment decisions

The information contained in this Target's Statement does not constitute personal or financial product advice. In preparing this Target's Statement, ECF has not taken into account the investment objectives, financial situation or particular needs of individual ECF Securityholders or any other person. It is important that you consider the information in this Target's Statement in light of your particular circumstances. This Target's Statement should not be relied on as the sole basis for any investment decision. You should seek advice from your financial, legal, tax or other professional adviser before deciding whether to accept or **REJECT the Offer**.

Foreign jurisdictions

The release, publication or distribution of this Target's Statement may be restricted by law or regulation in some jurisdictions outside Australia. Accordingly, persons outside Australia who come into possession of this Target's Statement should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. ECF disclaims all liabilities to such persons.

ECF Securityholders who are resident outside of Australia, or who are nominees, trustees or custodians for beneficial holders resident outside Australia, are encouraged to seek independent advice as to how they should proceed (including specific taxation advice in relation to the Australian and overseas tax implications of accepting or rejecting the Offer).

This Target's Statement has been prepared in accordance with Australian law in effect as at the Last Practicable Date and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with laws and regulations applicable in other jurisdictions.

Forward-looking statements

This Target's Statement (including the Independent Expert's Report) contains forward-looking statements. Forward-looking statements are not based on historical facts but are based on current expectations of future results or events. These forward-looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in such forward-looking statements. These risks and uncertainties include factors and risks specific to the industries in which ECF operates, as well as general economic conditions, prevailing exchange rates, interest rates and conditions in the financial markets, that are outside the control of ECF and its directors. Past performance of ECF is not a guarantee of future performance.

The forward-looking statements are based on information available to ECF at the Last Practicable Date. Whilst ECF believes that the expectations reflected in the forward-looking statements in this document are reasonable, no assurance can be given that such expectations will prove to be correct. Matters not yet known to ECF or not currently considered material by ECF, may cause actual results or events to be materially different from those expressed, implied or projected in any forward-looking statements. Any forward-looking statement contained in this document is qualified by this cautionary statement.

None of ECF, EFML's officers or employees, nor any persons named in this Target's Statement, nor any persons involved in the preparation of this Target's Statement make any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. The forward-looking statements in this Target's Statement only reflect the views held as at the date of this Target's Statement and subject to any obligations under law, ECF does not give any undertaking to update or revise any forward-looking statements, whether written or verbal, whether as a result of new information, future events, or otherwise. You are cautioned not to place undue reliance on any forward-looking statement.

Independent Expert's Report

The Independent Expert has prepared and is responsible for the Independent Expert's Report for the purposes of this Target's Statement and takes responsibility for that report. None of EFML, its subsidiaries, or any of their respective officers, employees or advisers (other than the Independent Expert) assume responsibility for the accuracy or completeness of the Independent Expert's Report, except in the case of EFML, in relation to the historical information which it has provided to the Independent Expert.

Disclaimer as to information on Lederer

The information on Lederer and the Lederer Group contained in this Target's Statement, including information regarding Lederer's intentions in respect of the Offer, has been prepared by ECF using publicly available information (including information contained in the Bidder's Statement) and has not been independently verified by ECF. Accordingly, subject to the Corporations Act, ECF does not make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

Risk factors

ECF Securityholders should note that there are a number of risk factors attached to their investment in ECF and other risks which apply in the event the Offer is accepted. Section 7 of this Target's Statement sets out further information regarding those risks.

Taxation considerations

Section 8 of this Target's Statement provides a general summary of some Australian tax consequences for some ECF Securityholders of transferring their ECF Securities to Lederer under the Offer. The summary is based upon the Australian tax law and the ATO's publicly known administrative practices in effect as at the date of this Target's Statement.

This Target's Statement does not constitute tax advice and should not be relied upon as such. Given its general nature, it cannot address all possible tax consequences and cannot consider the circumstances of any or all ECF Securityholders.

ECF Securityholders should seek independent professional advice in relation to their own particular circumstances.

Presentation of financial information

Section 5 of this Target's Statement contains financial information relating to ECF for the financial year ended 30 June 2025.

The financial information in section 5 of this Target's Statement is a summary only and has been prepared and extracted for the purposes of this Target's Statement only. The information has been extracted from the audited financial reports of ECF for the financial year ended 30 June 2025.

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Privacy collection statement

ECF has collected your information from its Register for the purpose of providing you with this Target's Statement. Such information may include the name, contact details and securityholdings of ECF Securityholders and the names of persons appointed to act as proxy, attorney or corporate representative of ECF Securityholders. Without this information, ECF would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of securityholders to be held in a public register.

Personal information of the type described above may be disclosed on a confidential basis to ECF and its Related Bodies Corporate, ECF Securityholders and external service providers, and may be required to be disclosed to regulators, such as ASIC.

If you would like details of information about you held by ECF, please contact the ECF Securityholder Information Line as set out below.

External websites

Content on the website of ECF does not form part of this Target's Statement. All references to websites in this Target's Statement are for information purposes only. Accordingly, ECF Securityholders should not rely on any such content in making their decision as to whether to accept or **REJECT the Offer**.

Diagrams and data in charts, graphs and tables

Diagrams appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, graphs and tables is based on information available at the Last Practicable Date.

Effect of rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement may be subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Target's Statement.

References to currency

Unless otherwise indicated, all references to "Australian dollars", "AUD", "$", "A$" or "cents" are to Australian currency.

References to time

Unless otherwise indicated, all references to time in this Target's Statement are to the time in Sydney, Australia.

Section references

In this Target's Statement, all references to "sections" are references to sections of this Target's Statement, unless the context requires otherwise.

Defined terms

Capitalised terms used in this Target's Statement are defined in Section 10.1 of this Target's Statement. The rules of interpretation that apply to this Target's Statement are also set out in Section 10.2 of this Target's Statement.

Further questions

If you have any questions in relation to this document, you should call the ECF Information Line on 1300 255 218 (within Australia) or +61 2 9066 4084 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). Please note that calls to this number may be recorded.



200 Adelaide St, Brisbane

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Key Dates

Date of Lederer announcement of intention to make a takeover offer	**4 August 2025**
Bidder's Statement lodged with ASIC, released to ASX and served on ECF	**20 August 2025**
ECF releases results and Annual Report for FY25	**26 August 2025**
Replacement Bidder's Statement lodged with ASIC, released to ASX and served on ECF	**10 September 2025**
Date of the Offer and commencement of Offer Period	**11 September 2025**
Last Practicable Date	**24 September 2025**
Date of this Target's Statement	**26 September 2025**
Close of the Offer (unless extended or withdrawn)	**13 October 2025**

Note: These dates may vary as permitted under the Corporations Act.

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IBC Chairman's Letter



THE ECF IBC RECOMMENDS YOU REJECT THE OFFER FOR YOUR ECF SECURITIES

Dear Securityholders,

You should have recently received a Replacement Bidder's Statement from Lederer in relation to its unsolicited and unconditional off-market takeover offer to acquire all of your Securities in Elanor Commercial Property Fund (**ECF**) for $0.70 per Security, less the value of any distributions declared or paid to ECF Securityholders after 4 August 2025, excluding the distribution declared for the quarter ending 30 June 2025 and paid to ECF Securityholders on 1 September 2025 (the **June Distribution**) (the **Offer**).

Independent Board Committee formed to respond to the Offer

In accordance with the Board's governance procedures, and consistent with market practice, the Board has established an Independent Board Committee (**ECF IBC**) and adopted appropriate protocols to manage any potential conflicts of interest that may arise between the interests of Elanor Investors Group (ASX: ENN) (**Elanor Investors Group**) and the interests of ECF Securityholders. The ECF IBC is comprised of Ian Mackie and Kathy Ostin, each of whom is an Independent Director. The ECF IBC has been established to represent the interests of ECF and ECF Securityholders. In conjunction with our advisers, the IBC has completed a detailed review of Lederer's Offer, as contained in the Replacement Bidder's Statement, and considers that the Offer fails to deliver compelling value for ECF Securityholders.

Independent Expert's conclusion

To assist the ECF IBC in determining whether the Offer Price of A$0.70 fully reflects the underlying value of ECF Securities, Kroll Australia Pty Ltd (**Kroll** or **Independent Expert**) was engaged to prepare an Independent Expert's Report and express an opinion on whether or not the Offer is fair and reasonable for ECF Securityholders not associated with Lederer. Kroll is a leading global financial and risk advisory firm specialising in valuation, corporate finance, investigations, cybersecurity, restructuring, and regulatory compliance solutions for businesses and institutions worldwide.

Kroll has concluded that the Offer is neither fair nor reasonable.

A copy of the Independent Expert's Report on the Offer is set out in Attachment C.

ECF IBC's recommendation to REJECT the Offer

The ECF IBC has carefully considered the Offer and unanimously recommends that ECF Securityholders **REJECT the Offer** after having carefully considered the information in this Target's Statement and the Independent Expert's Report set out in Attachment C.

This document (the **Target's Statement**) contains the ECF IBC's formal response to the Offer, including our unanimous recommendation that you **REJECT the Offer** and **take no action** in relation to any correspondence from Lederer.

In considering whether to **REJECT the Offer**, the ECF IBC encourages you to:

- read the whole of this Target's Statement (including the Independent Expert's Report) and the Replacement Bidder's Statement;
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances; and
- obtain financial advice from your broker or financial adviser in respect of the Offer and obtain advice on the effect of accepting the Offer.

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Reasons the ECF IBC recommends you REJECT the Offer

The ECF IBC's reasons for its recommendation are set out below.

- the Offer is not compelling and materially undervalues ECF, including that it does not provide a suitable premium to ECF's NTA[1] and does not provide an appropriate premium for control;
- the timing of the Offer is opportunistic at a time when there is a strengthening view that the real estate market for commercial office assets has reached, or is near, the bottom of the cycle and is showing signs of recovery;
- accepting the Offer denies ECF Securityholders the opportunity to participate in any recovery in the value of ECF's commercial office assets;
- ECF has outperformed comparable office A-REITs since its IPO in 2019;
- ECF is positioned for growth with a high-quality portfolio of commercial office assets;
- the Independent Expert has concluded that the Offer is neither fair nor reasonable; and
- the Offer denies ECF securityholders future distribution entitlements.

I would encourage you to read this Target's Statement carefully, including the detailed reasons for the ECF IBC's recommendation that you **REJECT the Offer** (see section 1) and the risks associated with the Offer and remaining an ECF Securityholder (see section 7).

Should you need further assistance or if you are in any doubt as to what you should do, please contact your financial or professional adviser, or call the ECF Information Line on 1300 255 218 (within Australia) or +61 2 9066 4084 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). Please note that calls to this number may be recorded.

Thank you for your ongoing support of, and investment in, ECF.

Yours faithfully,



Ian Mackie

Independent Chair of the ECF IBC

1. The Offer Price provides a 1.9% premium to ECF's net tangible asset backing per security (**NTA**) as at 30 June 2025.

1 Details regarding the ECF IBC's recommendation to REJECT the Offer

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The ECF IBC has carefully assessed the Offer and firmly believes the Offer materially and fundamentally undervalues ECF.

The ECF IBC unanimously recommends that you **REJECT the Offer** by **TAKING NO ACTION** for the reasons set out below.

Reason	Section of this Target's Statement
The Offer is not compelling and materially undervalues ECF, including that it does not provide a suitable premium to ECF's NTA[2] and does not provide an appropriate premium for control	**1.1**
ECF has a proven track record and is well positioned for growth with a high-quality portfolio of commercial office assets	**1.2**
The timing of the Lederer Offer is opportunistic	**1.3**
The Independent Expert has concluded that the Offer is neither fair nor reasonable	**1.4**
The Offer does not reflect the stamp duty benefit to Lederer of up to $17 million	**1.5**
The Offer denies ECF Securityholders future distribution entitlements	**1.6**
If you accept the Offer you will be unable to accept a superior proposal if one emerges	**1.7**

2. The Offer Price provides a 1.9% premium to ECF's net tangible asset backing per security (**NTA**) as at 30 June 2025.

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1.1 The Offer is not compelling and materially undervalues ECF, including that it does not provide a suitable premium to ECF's NTA and does not provide an appropriate premium for control

The Offer does not adequately compensate ECF Securityholders for the value of ECF's portfolio, the strength and outlook for the Fund, including its FY26 distribution guidance, or the stamp duty costs Lederer Group are expected to save as a result of indirectly acquiring the properties in ECF's portfolio via the Offer (estimated to be approximately $0.042 per ECF Security, and further detailed in section 1.5).

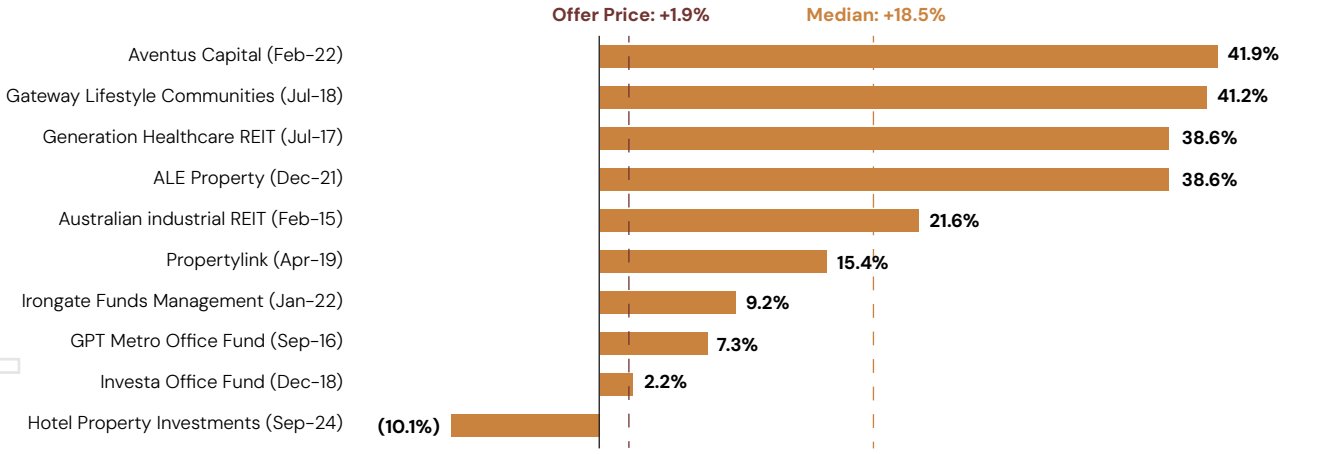
The Offer does not provide a suitable premium to ECF's NTA, in contrast to comparable transactions involving ASX-listed Real Estate Investment Trusts (REITs). Since 2015, control has typically passed in comparable REIT transactions at a substantial premium to NTA.

The Offer reflects a 1.9% premium to NTA of $0.687 per security[3], which does not provide appropriate fair value for:

- ECF's strong track record of delivering consistent returns to ECF Securityholders;
- the strategic positioning of ECF's high quality commercial property assets at a time when there is a strengthening view that the commercial real estate market is starting to show signs of recovery; and
- the forecast distribution guidance of 6.5 cents per ECF security that ECF Securityholders are expected to receive throughout FY26, declared quarterly in accordance with ECF's distribution policy.

The Offer also reflects a premium which is materially below the median premium reflected in announced ASX-listed REIT merger and acquisition transaction precedents since 2015, excluding transactions where the consideration was 100% scrip (set out in Figure 1 below) (**Comparable Transactions**), where control has typically passed at a substantial premium to NTA, consistent with a portfolio premium being attributable to scale, listed portfolios, and the stamp duty savings that flow from the acquisition of listed securities.

FIGURE 1: OFFER PREMIA TO NTA IN HISTORICAL AUSTRALIAN REIT CASH CONSIDERATION TRANSACTIONS



Source: ASX company announcements
Note: The above includes all announced ASX-listed REIT merger and acquisition transactions since 2015, excluding transactions where the consideration was 100% scrip, the Primewest transaction (on the basis that Primewest was principally a property manager, and accordingly the premium to NTA does not provide a meaningful comparison) and the Vitalharvest transaction (on the basis that Vitalharvest was an agricultural fund). Offer premiums to NTA are calculated as at the date of announcement of each transaction.

3. NTA as at 30 June 2025.

1 Details regarding the ECF IBC's recommendation to REJECT the Offer continued

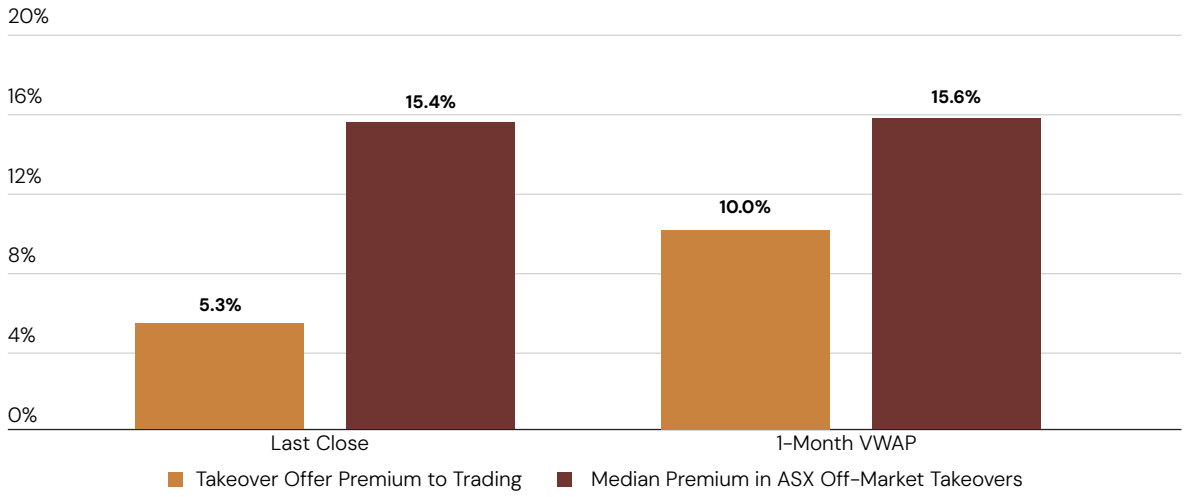
Negligible control premium relative to the recent trading prices of ECF Securities

The Offer reflects a premium of 5.3% to the closing price of the ECF Securities on 1 August 2025, the last trading day before the Offer was announced and 10.0% to the one-month VWAP prior to the announcement of the Offer.

The Offer provides an inadequate premium for control, with traditional premiums in the Australian market typically exceeding 15% for ASX off-market takeover offers and schemes of arrangement, yet Lederer intends to replace both the Responsible Entity and Manager of ECF if Lederer is successful in achieving an interest in ECF Securities of greater than 50.0%.

Figure 2 below sets out a comparison of the Offer Price to premia at the point the Offer was announced, contrasted with premiums in the Comparable Transactions.

FIGURE 2: IMPLIED OFFER PREMIA BASED ON PRE-ANNOUNCEMENT PRICE AND 1-MONTH VOLUME WEIGHTED AVERAGE PRICE FOR ECF



Source: IRESS market data as at 1 August 2025
Note: Includes all announced ASX-listed REIT merger and acquisition transactions since 2015, excluding transactions where the consideration was 100% scrip.

The Offer does not provide a suitable premium to NTA, nor control premium compared to the Comparable Transactions and materially undervalues ECF.

1.2 ECF has a proven track record and is well-positioned for growth with a high-quality portfolio of commercial office assets

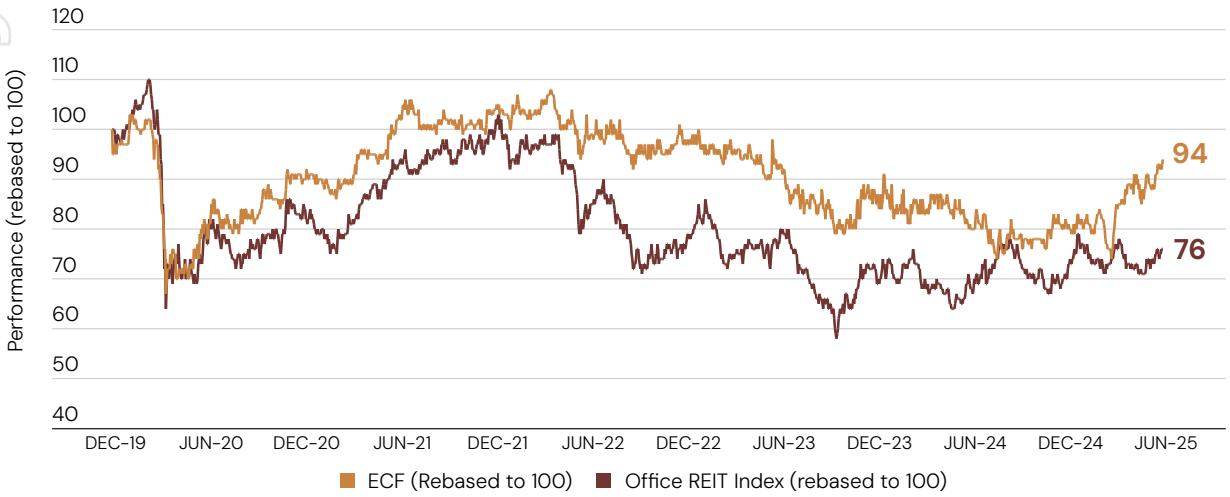
ECF is a well-managed fund with a strong professional leadership team that has delivered consistent results even amid challenging market conditions. This is highlighted by ECF's total return which has outperformed the S&P/ASX A-REIT Office Index by 18.2% since IPO in the face of commercial property market headwinds including but not limited to the COVID-19 pandemic, the subsequent proliferation of work-from-home arrangements and a high interest rate environment that has ASX A-REIT Office Index down 24.1% from 6 December 2019 to 1 August 2025 on a total unitholder returns basis (versus ECF which is down just 5.9%).

The notable outperformance of ECF over the period highlights the Fund's strong relative performance in a challenging commercial real estate market and is evidence of ECF's track record in providing securityholders with a distribution every full quarter since listing.

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FIGURE 3: ECF TOTAL UNITHOLDER RETURN COMPARISON VS ASX A-REIT OFFICE INDEX FROM IPO (6 DECEMBER 2019) TO 1 AUGUST 2025

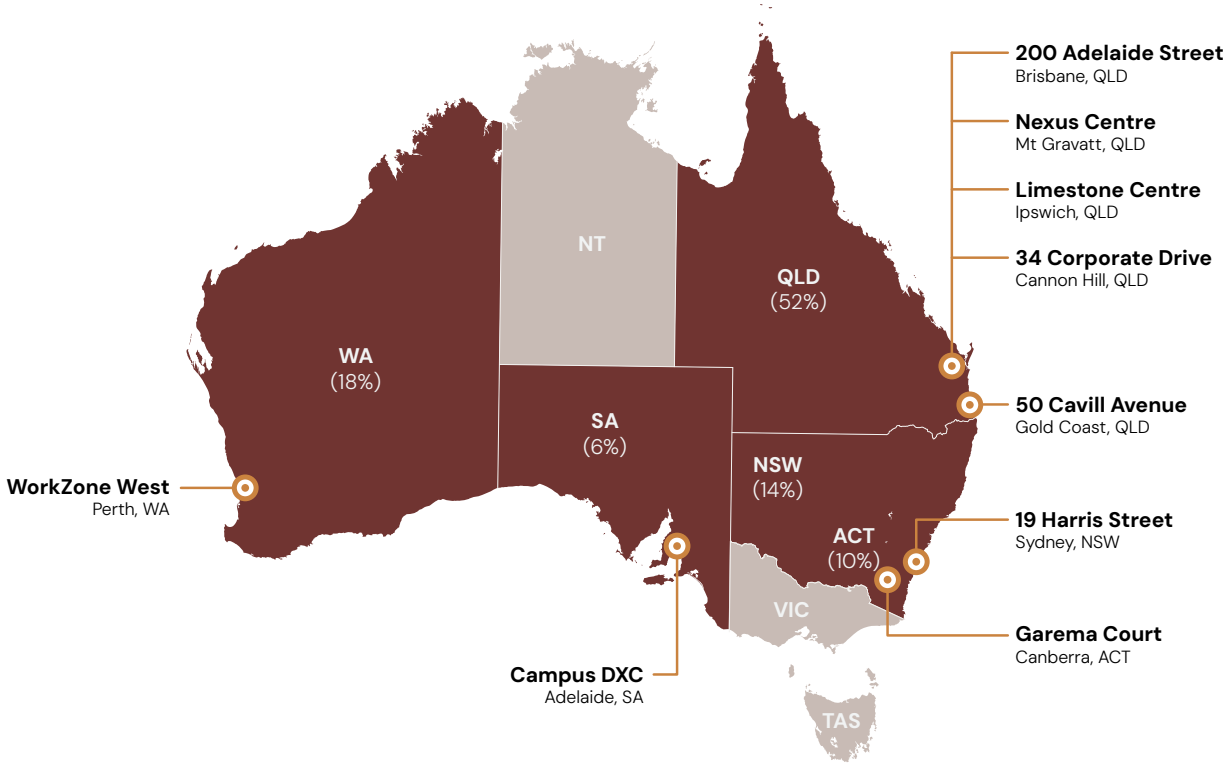


Note: ASX A-REIT Office Index based on total unitholder return of ASX-listed office A-REITs (ASX:TOT, ASX:CMW, ASX:DXS, ASX:ABG, ASX:GDI, ASX:COF).
Source: IRESS and Bloomberg market data as at 1 August 2025

Despite these conditions, ECF's performance since inception has remained solid relative to the broader market (as noted in figure 3 above), supported by disciplined capital management and strategic asset positioning. ECF is now well positioned to capitalise on the improving conditions in the commercial property market.

The composition of ECF's portfolio is weighted heavily towards quality assets in high demand and high rental growth regions. For example, 52% of the ECF portfolio is weighted to Queensland and it has no exposure to the softer Victorian commercial property market.

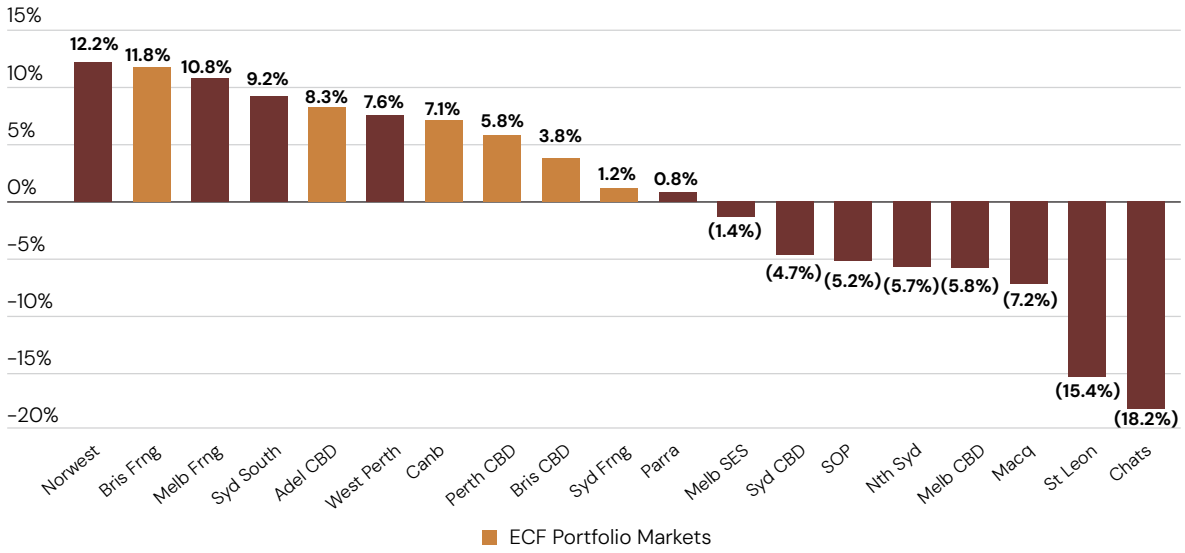
FIGURE 4: GEOGRAPHIC DIVERSIFICATION OF ECF PORTFOLIO



1 Details regarding the ECF IBC's recommendation to REJECT the Offer continued

The ECF portfolio consists mainly of prime grade commercial office buildings in major metropolitan areas across QLD, NSW, WA, SA and the ACT that are in high demand (as seen in figure 5 below).

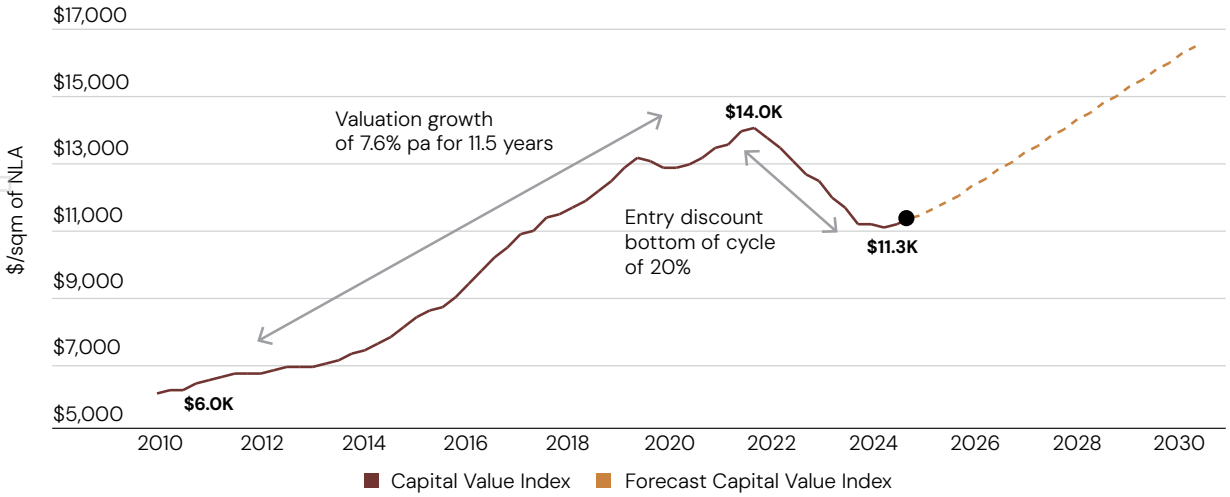
FIGURE 5: NATIONAL OFFICE MARKETS: TOTAL OCCUPIED STOCK – % ABOVE/BELOW PRE-COVID PEAK



1.3 The timing of the Lederer Offer is opportunistic

The Offer comes at a time when the outlook for REITs is improving, the commercial property market appears at or near the bottom of the cycle and set for a valuation upswing. The ECF IBC considers that there are signs of returning occupancy momentum, improved leasing activity, forecast interest rate cuts and renewed investor confidence. Capitalisation rates appear to have peaked and stabilised, historically a precursor to one to two years of plateau before multi-year tightening. Retail and industrial markets have already begun to see capitalisation rate compression in certain sub-sectors, suggesting the office sector is likely to follow.

FIGURE 6: NATIONAL OFFICE MARKET – CAPITAL VALUE INDEX



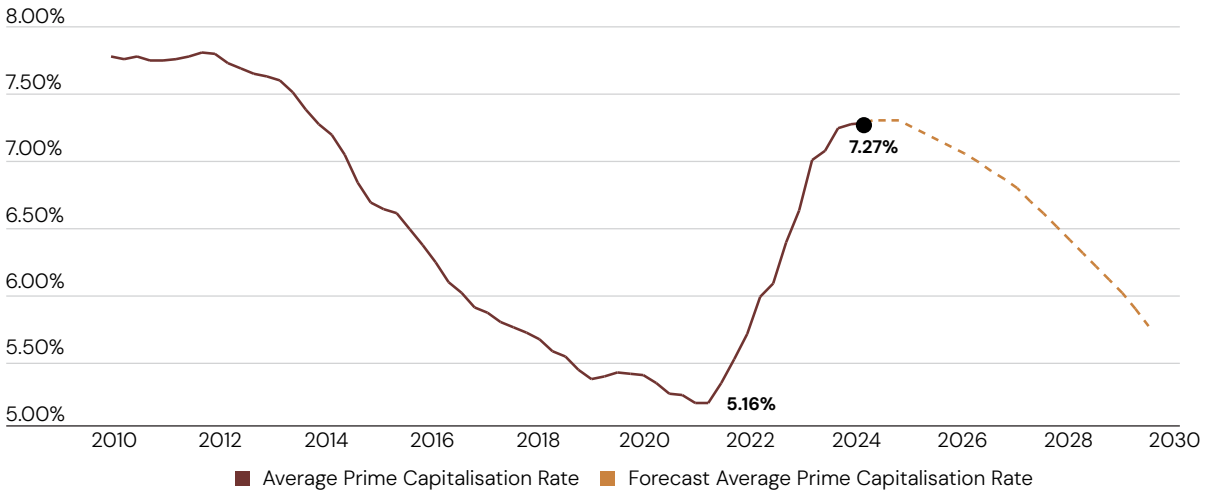
Notes: Historical data sourced from JLL Real Estate Information Service 2Q25.
The orange dashed line is included by ECF for illustrative purposes only to show the path of a potential recovery and is not a forecast or prediction of future returns.

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Rental growth is already lifting values, and with capitalisation rate compression still ahead, the potential for accelerated capital gains remains strong.

FIGURE 7: NATIONAL OFFICE MARKET – AVERAGE PRIME CAPITALISATION RATE



Notes: Historical data sourced from JLL Real Estate Information Service 2Q25.
The orange dashed line is included by ECF for illustrative purposes only to show the path of a potential recovery and is not a forecast or prediction of future returns.

These dynamics position ECF to capture substantial upside in value, underscoring that the Offer is opportunistic and does not adequately compensate ECF securityholders for the inherent value of ECF's portfolio nor future returns.

1.4 The Independent Expert has concluded that the Offer is neither fair nor reasonable

In assessing the fairness of the Offer, the Independent Expert stated that "the Offer Price is below the low end of our range of assessed values per ECF Security". The Independent Expert concluded that **the Offer is not fair**.

Separately, the Independent Expert assessed whether the Offer might be reasonable if, despite not being fair, the Independent Expert believes that there are compelling reasons for ECF Securityholders to accept the Offer in the absence of any higher bid before the close of the Offer. The Independent Expert formed the view that **there are no compelling reasons to support a reasonable conclusion**.

1.5 The Offer does not reflect the stamp duty benefit to Lederer of up to $17 million

The Offer fails to adequately value the stamp duty savings which may be available to the Lederer Group, should it acquire control of ECF. Lederer would be expected to realise significant stamp duty savings compared to making direct property acquisitions due to concessional rates in certain states.

Lederer would be expected to realise stamp duty savings of up to $17 million (up to $0.042 per ECF security) when compared to making a direct property investment and no part of this saving is being provided to ECF securityholders under the Offer.

1.6 The Offer denies ECF Securityholders future distribution entitlements

ECF has announced FY26 distributions guidance of 6.5 cents per ECF Security, paid as quarterly distributions. This amounts to a 9.3% distribution yield, based on the Offer Price.

Over the six-month period from 1 July 2025, ECF's tenants are expected to meet their contractual lease payments to ECF, resulting in FFO of approximately 7.5 cents to 8.0 cents per ECF Security. ECF has a policy of paying out 80% to 100% of FFO as distributions to ECF Securityholders. Accordingly, if ECF Securityholders accept the Offer, these expected benefits will not accrue to ECF Securityholders.

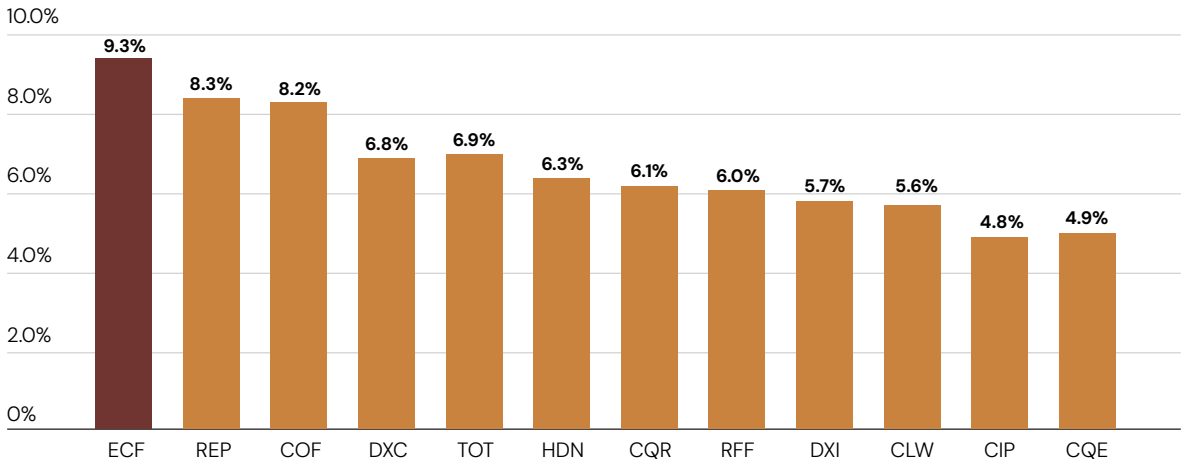
In addition, the terms of the Offer provide that the Offer Price of $0.70 will be reduced by the amount of any distribution declared, paid, made, or that arises or accrues on or after the June Distribution, for the quarter ended 30 June 2025. ECF has forecast distributions for FY26 of 6.5 cents per security or 1.625 cents per quarter. ECF has declared the quarterly distribution for the quarter ending 30 September 2025 (the **September Distribution**) as 1.625 cents per ECF Security.

1 Details regarding the ECF IBC's recommendation to REJECT the Offer continued

This means that after the record date for the September Distribution, the Offer Price payable to ECF Securityholders will be reduced to $0.68375 per ECF Security.

Securityholders who accept the Offer after that date will forgo approximately 1.625 cents per ECF Security in distributions accrued, reflecting the return for owning ECF Securities during the period from 1 July to 30 September 2025. Rather, Lederer will benefit from the expected foregone distribution.

FIGURE 8: FY26 DISTRIBUTION GUIDANCE PER SECURITY



Source: IRESS and Bloomberg market data as at 24 Septemeber 2025.
Note: Distribution yield for ECF is based on the offer price of $0.70 and FY26 guidance provided in the FY25 Results presentation dated 26 August 2025. FY26 forecast distribution yield for the other externally managed ASX-listed A-REITs is based on distribution guidance, where provided, in FY25 Results presentations, calculated based on share prices on 24 Septemeber 2025.

ECF's expected distribution yield for FY26, when assessed against the Offer Price is higher than all comparable externally managed ASX-listed A-REITs with FY26 guidance available, as shown in figure 8 above. This highlights the foregone benefit in accepting the Offer for ECF Securityholders and highlights the challenge that existing ECF Securityholders would face in finding a suitable, alternative ASX-listed entity that offers similar exposure to real estate and a leading distribution yield.

1.7 If you accept the Offer you will be unable to accept a superior proposal if one emerges

The ECF IBC believes that the Offer fundamentally undervalues ECF Securities. Given ECF is the highest yielding REIT in the office sector, it may be strategically attractive to parties interested in obtaining or increasing their exposure to the real estate sector.

If you accept the Offer, you can no longer sell Your ECF Securities on-market or accept any subsequent superior proposal by another party, should one emerge.

ECF Securityholders should, however, be aware that ECF is not aware of any competing proposal being made for ECF Securities and there is no certainty that a competing proposal will emerge or that a competing proposal will be at a price that the ECF IBC views as appropriately reflecting the underlying value of ECF.

1.8 Directors who are not making a recommendation

Each of the Directors is also a director of Elanor Investors Group. The following Directors are members of the Board Committee established by Elanor Investors Group in connection with the Offer (the **Elanor Board Committee Directors**):

(a) Tony Fehon; and

(b) Karyn Baylis.

To mitigate the possibility of any actual or perceived conflicts of interest between the interests of Elanor Investors Group and the interests of ECF Securityholders, the Elanor Board Committee Directors have not participated in any ECF IBC meetings relating to consideration of the Offer, will not vote on any matters relating to the Offer (except to the extent the full Board is required by law to determine a particular matter) and will not make a recommendation on whether the Offer should be accepted by ECF Securityholders.

In addition, Su Kiat Lim is a Non-Independent, Non-Executive Director of ECF and Elanor Investors Group and subsequently will not participate, consider or make any recommendations on any matters related to the Offer (except to the extent the full Board is required by law to determine a particular matter).

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2 Frequently asked questions

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This section answers some frequently asked questions about the Offer. It is not intended to address all relevant issues for ECF Securityholders. This section should be read together with all other parts of this Target's Statement.

No.	Question	Answer	Reference
	What is this about?		
1	**What is this Target's Statement?**	This Target's Statement is the formal response of EFML (as the Responsible Entity of ECF) to the Offer made by Lederer as required by the Corporations Act. This Target's Statement is an important document. Should you have any doubt about how to deal with this document, you should consult your legal, financial, tax or other professional adviser. This Target's Statement includes the unanimous recommendation of the ECF IBC to **REJECT the Offer**. To **REJECT the Offer**, simply **do nothing**. You should **take no action** in relation to all correspondence from Lederer regarding the Offer.	N/A
2	**Who is making the Offer?**	The bidder under the Offer is LDR Assets Pty Ltd ACN 689 671 396 in its capacity as trustee for the LDR Assets Trust. LDR Assets Pty Ltd is an entity within the Lederer Group, which is controlled by Paul and Eva Lederer. LDR Assets Trust is a special purpose acquisition trust established for the purposes of the Offer. For more information on the Bidder, see section 3 of the Replacement Bidder's Statement.	Section 6 of this Target's Statement Section 3 of the Replacement Bidder's Statement
3	**What is the Replacement Bidder's Statement?**	The Replacement Bidder's Statement is the document dated 10 September 2025 prepared by Lederer setting out the terms of, and material information in relation to, the Offer, a copy of which was lodged with ASIC and released to ASX and ECF on 10 September 2025. The Replacement Bidder's Statement replaces the Bidder's Statement, which was lodged with ASIC and released to ASX and ECF on 20 August 2025. You should also have received a copy of the Replacement Bidder's Statement.	N/A
4	**What is the Offer?**	Lederer is making an Offer to acquire all of Your ECF Securities by way of an off-market takeover bid for $0.70 per ECF Security. For more information on the Offer, refer to section 4 of this Target's Statement. For the Offer Terms, which are the legally binding terms of the Offer, see Schedule 1 of the Replacement Bidder's Statement.	Section 4 of this Target's Statement Schedule 1 of the Replacement Bidder's Statement
5	**What is the Offer Price?**	The Offer Price is $0.70 per ECF Security. This is the consideration payable under the Offer, which will be satisfied all in cash. The Offer Price will be reduced by the amount or value of any distributions declared or paid to ECF Securityholders following 4 August 2025, excluding the distribution declared for the quarter ending 30 June 2025 and paid to ECF Securityholders on 1 September 2025 (the **June Distribution**). The Offer Price will be reduced by any Additional Distributions declared or paid prior to the close of the Offer, including the September Distribution of 1.625 cents per ECF Security. The record date for the September Distribution is 30 September 2025. For more information, please see section 4.	Section 4 of this Target's Statement
6	**Was the Offer unsolicited and made without the endorsement or support of EFML?**	Yes. The Offer was unsolicited and made without the endorsement or support of the directors of EFML (as Responsible Entity of the Fund). The intention to make the Offer, as announced by Lederer on 4 August 2025, was made without any prior notice to or consultation with ECF.	N/A

2 Frequently asked questions continued

No.	Question	Answer	Reference
	What should I do?		
7	**What choices do I have as an ECF Securityholder?**	As an ECF Securityholder, you have the following choices in respect of Your ECF Securities: – **do nothing** and **REJECT the Offer**; or – sell some or all of Your ECF Securities on the ASX (unless you have previously accepted the Offer); or – accept the Offer. If you are in any doubt or need advice about what you should do given your particular circumstances, you should contact your broker, financial adviser, legal adviser, tax adviser or other professional adviser.	Section 3 of this Target's Statement
8	**What does the ECF IBC recommend?**	Each member of the ECF Independent Board Committee recommends that you **REJECT the Offer**. Further detail regarding the recommendation, including the reasons for the ECF IBC's recommendation, is provided in section 1.	Section 1 of this Target's Statement
9	**What does the Independent Expert say?**	The Independent Expert has opined in the Independent Expert's Report that the Offer is neither fair nor reasonable. For more information in relation to the Independent Expert's conclusion, see section 1.4. A copy of the Independent Expert's Report is set out at Attachment C. The ECF IBC recommends that you review the Independent Expert's Report in full before responding to the Offer	Attachment C of this Target's Statement
10	**How do I REJECT the Offer?**	To **REJECT the Offer**, simply **do nothing** and **take no action** in relation to any documents sent to you by Lederer.	N/A
11	**What are the risks of rejecting the Offer?**	Those risks are set out in section 7 of this Target's Statement.	Section 7 of this Target's Statement
12	**How do I accept the Offer?**	If you wish to accept the Offer, you should follow the instructions set out in section 1 and clause 4 of Schedule 1 of the Replacement Bidder's Statement. You should be aware that the ECF IBC has unanimously recommended that you **REJECT the Offer**. Before accepting the Offer, you should consider the risks associated with accepting the Offer set out in section 7.2 of this Target's Statement. You should also note that brokerage, fees or other charges may be payable by you upon acceptance of the Offer if Your ECF Securities are registered in a holding of securities on the CHESS subregister of ECF.	Section 7.2 of this Target's Statement Section 1 and clause 4 of Schedule 1 of the Replacement Bidder's Statement

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No.	Question	Answer	Reference
	What should I do?		
13	**Can I be forced to sell my ECF Securities?**	You cannot be forced to sell Your ECF Securities unless Lederer is legally allowed to proceed to compulsory acquisition of ECF Securities. This requires Lederer and its associates to acquire at least 90% of all ECF Securities (under the Offer or otherwise). If Lederer compulsorily acquires the outstanding ECF Securities, you will receive the same consideration for Your ECF Securities that you would have received under the Offer, although it will take longer for you to receive the Offer Price. For more information about compulsory acquisition refer to section 7.3 of this Target's Statement.	Section 7.3 of this Target's Statement
14	**Can I seek to sell my ECF Securities on market?**	Yes, you can seek to sell Your ECF Securities on market. If you sell Your ECF Securities on market and there is a subsequent increase in the Offer Price, you will not be entitled to the benefit of that improved Offer Price. You will also not be entitled to any future distributions declared and paid by ECF or otherwise benefit from any future uplift in the value of ECF's commercial office assets.	Section 3.2 and 4.5 of this Target's Statement
	Offer information		
15	**Are there conditions to the Offer?**	No. The Offer is unconditional.	
16	**What are the consequences of accepting the Offer now?**	If you accept the Offer, you will give up your right to: (a) accept any alternative proposal in relation to ECF, should one emerge; (b) sell some or all of Your ECF Securities on market; (c) receive any future distributions declared and paid by ECF, including quarterly distributions; or (d) otherwise deal with Your ECF Securities.	Section 7.2 of this Target's Statement
17	**Can I withdraw my acceptance of the Offer?**	No, you will not be able to withdraw your acceptance once submitted.	
18	**When does the Offer close?**	7.00pm (Sydney time) on 13 October 2025, unless extended or withdrawn in accordance with the Corporations Act.	Section 4.4 of this Target's Statement
19	**Can Lederer withdraw its Offer?**	Lederer may only withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.	Clause 6.10 of Schedule 1 of the Replacement Bidder's Statement

2 Frequently asked questions continued

No.	Question	Answer	Reference
	Offer information		
20	**When will I be paid the Offer Price?**	If you accept the Offer, you will be paid the Offer Price within 5 Business Days of your valid acceptance.	Section 2 and clause 5.1 of Schedule 1 of the Replacement Bidder's Statement
21	**What happens if I accept the Offer now and the Offer Price increases?**	If Lederer increases the Offer Price, ECF Securityholders (whether or not they have accepted into the Offer before that increase) will be entitled to the benefit of that increased consideration. You will not be entitled to any increased Offer Price if you have sold Your ECF Securities on market. Conversely, if you have accepted the Offer, you will not be able to participate in any alternative proposal provided by a third party for ECF Securities.	Section 4.5 of this Target's Statement
22	**Can I accept the Offer for only part of my security holding?**	No. The Offer Terms state that you may only accept the Offer in respect of all of Your ECF Securities. However, if you hold one or more parcels of ECF Securities as trustee or nominee, you may accept the Offer as if a separate offer had been made in relation to each of those parcels and any parcel you hold in your own right. See clause 4.1 and Schedule 1 of the Bidder's Statement for further details.	Clauses 4.1 and 7 of Schedule 1 of the Replacement Bidder's Statement Section 4.1 of this Target's Statement
23	**Does Lederer already have an interest in ECF Securities?**	Based on substantial holder notices released to the ASX as at the Last Practicable Date that entities associated with the Lederer Group and Paul and Eva Lederer hold a Relevant Interest in 128,611,852 of ECF Securities, representing approximately 31.60% of ECF's total issued capital. Separately, based on information available to ECF as at the Last Practicable Date, Stephen Cribb holds approximately 0.17% of the ECF Securities on issue. The ECF IBC is concerned that Stephen Cribb may be an Associate of Lederer in connection with ECF. To date, the Relevant Interest disclosed by the Bidder does not include the ECF Securities held by Stephen Cribb.	Section 6.3 of this Target's Statement
24	**How is Lederer funding the Offer?**	The Bidder has stated that the Offer will be funded through a loan facility with an aggregate limit of $300 million granted by the Lederer Family Office. Lederer has stated that the loan facility will be funded by the internal cash reserves of the Lederer Family Office (which comprises cash at bank and assets readily convertible to cash on a timely basis, such as money market securities). For more information, see section 4.9 of this Target's Statement.	Section 4.9 of this Target's Statement Section 6 of the Replacement Bidder's Statement

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No.	Question	Answer	Reference
	Further considerations		
25	**What are Lederer's intentions in relation to ECF?**	Lederer has outlined its intentions in circumstances where: (a) it acquires greater than 90% of ECF Securities; (b) it acquires between 50–90% of ECF Securities; and (c) it acquires less than 50% of ECF Securities. See section 4.10–4.12 of this Target's Statement.	Section 4.10–4.12 of this Target's Statement Section 5 of the Replacement Bidder's Statement
26	**What if there is a competing offer?**	If a competing offer for ECF Securities emerges, you will be informed through an announcement to ASX. The ECF IBC will carefully consider the merits of any competing offer and advise ECF Securityholders whether it recommends they accept or reject any competing offer. If you have already accepted the Offer at the time any competing offer emerges, you will be unable to accept the competing offer. As at the Last Practicable Date, the ECF IBC are not aware of any competing offer for ECF.	N/A
27	**What are the tax implications of accepting the Offer?**	A general outline of the tax implications of accepting the Offer is set out in section 8 of this Target's Statement and section 7 of the Replacement Bidder's Statement. As those sections provide a general overview only, ECF Securityholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.	Section 8 of this Target's Statement Section 7 of the Replacement Bidder's Statement
28	**What are the brokerage or stamp duty implications of accepting the Offer?**	Lederer states that ECF Securityholders who accept the offer will not incur any brokerage[4] or stamp duty costs with their acceptance of the Offer. The Offer Terms provide that all stamp duty payable for a transfer of ECF Securities for which Offers are accepted will be paid by Lederer. You may be subject to brokerage fees and charges if you sell Your ECF Securities on-market.	Section 2, section 7.6 and clause 9 of Schedule 1 of the Replacement Bidder's Statement
29	**Will I receive further advice from the ECF IBC during the Offer Period?**	The ECF IBC will be closely monitoring the progress of the Offer. If circumstances change, or if matters arise which should be drawn to the attention of ECF Securityholders, or which cause any change or variation to the disclosures in this Target's Statement, the ECF IBC will ensure that ECF Securityholders are promptly and appropriately advised.	N/A
30	**Is there a number I can call if I have any questions?**	If you have any questions in relation to this document, you should call the ECF Information Line on 1300 255 218 (within Australia) or +61 2 9066 4084 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). Please note that calls to this number may be recorded.	N/A

4. Other than in circumstances where Your ECF Securities are registered in a CHESS Holding, or if you are a beneficial owner whose ECF Securities are registered in the name of a nominee. In those circumstances, Lederer recommends contacting your nominee to determine whether it will charge any fees in connection with acceptance of the Offer.

3 Your choices as an ECF Securityholder

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Your ECF IBC has carefully considered the Offer to assess whether it is in the best interests of ECF Securityholders.

The ECF IBC unanimously recommend that you **REJECT the Offer**. The reasons for the ECF IBC's recommendation are set out in section 1 of this Target's Statement.

ECF encourages you to consider your personal risk profile, investment objectives and tax and financial circumstances before making any decision in relation to Your ECF Securities.

As an ECF Securityholder, you have the following three choices available to you in relation to the Offer:

3.1 Option 1 – REJECT the Offer by DOING NOTHING

To **REJECT the Offer**, you should **do nothing**. This is the course of action recommended by your ECF IBC as at the date of this Target's Statement.

You are not required to take any action to **REJECT the Offer**. In particular, you should not respond to any documentation sent to you by Lederer or any other communication from Lederer (including telephone solicitation or canvassing by Lederer or its representatives).

If you decide to **do nothing**, you should be aware of the risks associated with rejecting the Offer, including the rights of Lederer to compulsorily acquire Your ECF Securities in certain circumstances. For further information on these risks, refer to section 7 of this Target's Statement.

3.2 Option 2 – Seek to sell Your ECF Securities on-market

During the Offer Period, you may sell some or all of Your ECF Securities on-market through ASX at the prevailing market price for cash (less any brokerage), provided you have not already accepted the Offer for those ECF Securities.

The latest trading price for ECF Securities may be obtained from the ASX website at www.asx.com.au using the code ECF.

You should contact your broker for information on how to sell Your ECF Securities through ASX and your tax adviser to determine your tax implications from such a sale.

3.3 Option 3 – Accept the Offer

To accept the Offer, you should refer to section 1 of the Replacement Bidder's Statement.

Once you accept, you are precluded from accepting any superior offer from a third party that may emerge, but you will be entitled to any improvement in the Offer from Lederer, noting that Lederer has not declared its Offer Price of A$0.70 cash per ECF Security (less distributions declared or paid following the June Distribution) to be final.

If you accept the Offer for all of Your ECF Securities, you will exit your investment in ECF completely and will not benefit if the market price for ECF Securities on ASX trades above the Offer Price or receive any further distributions declared and paid by ECF, including quarterly distributions.

If you accept the Offer after the record date for any distribution, the amount you receive under the Offer will be reduced by the amount of those distributions. For example, the Offer Price will reduce to $0.68375 on and from 1 October 2025 following the record date of the September Distribution.

4 About the Offer

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4.1 Summary of the Offer

Lederer announced its off-market takeover bid for all of the ECF Securities on 4 August 2025, released its Bidder's Statement on 20 August 2025 and released its Replacement Bidder's Statement on 10 September 2025. Lederer is offering $0.70 cash per ECF Security.

You may only accept the Offer in respect of all (and not just a part of) Your ECF Securities. However, if you hold one or more parcels of ECF Securities as trustee or nominee, you may accept the Offer as if a separate offer had been made in relation to each of those parcels and any parcel you hold in your own right.

The full terms of the Offer are set out in Schedule 1 of the Replacement Bidder's Statement.

4.2 Offer Price and Distributions

The Offer Price will be reduced by the amount or value of any distributions declared or paid to ECF Securityholders following 4 August 2025 (each an **Additional Distribution**), excluding the distribution declared for the quarter ending 30 June 2025 and paid to ECF Securityholders on 1 September 2025 (the **June Distribution**). If you accept the Offer after the record date for any distribution, the amount you receive under the Offer will be reduced by the amount of those distributions.

ECF's forecast distribution guidance for FY26 is 6.5 cents per ECF Security. ECF traditionally pays distributions quarterly in equal instalments.

If you accept the Offer after the record date for any distribution, the amount you receive under the Offer will be reduced by the amount of those distributions. For example, the Offer Price will reduce to $0.68375 on and from 1 October 2025 following the record date of the September Distribution.

4.3 Date for determining holders of Securities

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of subsection 633(1) is the Register Date, being 7:00 pm (Sydney time) on 25 August 2025.

4.4 Offer Period

The Offer is open for acceptance from 11 September 2025 until 7.00pm (Sydney time) on 13 October 2025, unless extended or withdrawn.

Lederer may extend the Offer Period at any time before the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last seven days of the Offer Period:

(a) Lederer improves the consideration offered under the Offer; or

(b) Lederer's voting power in ECF increases to more than 50%.

If either of these two events occur, the Offer Period will be automatically extended so that it ends 14 days after the relevant event occurs.

Before you accept the Offer, Lederer may withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

4.5 Offer Price

Lederer may increase the Offer Price at any time up until the end of the Offer Period as permitted by the Corporations Act.

There will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period, Lederer improves the consideration offered under the Offer or Lederer's voting power in ECF increases to more than 50%. In such circumstances, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

If Lederer increases the Offer Price, all ECF Securityholders who accept the Offer will be entitled to the benefit of that increased consideration (whether or not they have accepted into the Offer before that increase). If you have sold Your ECF Securities, you will not be entitled to any such increase.

4 About the Offer continued

4.6 How to accept the Offer

Although the ECF IBC unanimously recommend that Securityholders **REJECT the Offer**, ECF Securityholders should consider their individual circumstances in determining whether or not to accept the Offer, and have regard to the risks associated with remaining an ECF Securityholder as set out in section 7.3 of this Target's Statement.

If you wish to accept the Offer, you should follow the instructions set out in section 1 and clause 4 of Schedule 1 of the Replacement Bidder's Statement. Before accepting the Offer, you should consider the risks associated with accepting the Offer set out in section 7.2 of this Target's Statement. You should also note that brokerage, fees or other charges may be payable by you upon Acceptance in the circumstances set out in the Replacement Bidder's Statement.

4.7 Effect of acceptance

The effect of accepting the Offer is described in section 3.3 of this Target's Statement and clause 6.8–6.9 of Schedule 1 of the Replacement Bidder's Statement. ECF Securityholders should read these sections in full to understand the effect that accepting the Offer will have on their ability to exercise the rights attaching to their ECF Securities.

4.8 Variation of the Offer

Lederer may vary the Offer in accordance with the Corporations Act.

4.9 Lederer's source of funding for the Offer

The Bidder has stated that it intends to fund the Offer through a loan facility with an aggregate limit of $300 million, provided to the Bidder by the Lederer Family Office from its internal cash reserves.

Lederer has undertaken to provide a supplementary disclosure to the Replacement Bidder's Statement if there is a change in circumstances in relation to the Bidder's funding arrangements set out above.

4.10 Lederer's intentions where it has a Relevant Interest in 90% or more of ECF Securities

Lederer has disclosed that, if it acquires a Relevant Interest in 90% or more of ECF Securities, it intends to:

- compulsorily acquire the remaining 10% of ECF Securities, in accordance with the Corporations Act;
- apply for ECF to be removed from the official list of ASX and for its Securities to be de-stapled;
- replace EFML as the Responsible Entity of the Fund (to be replaced by a Responsible Entity or trustee nominated by the Bidder);
- procure that the:
  - trustee of any trust that is a Controlled Entity of ECF is replaced with a new trustee nominated by the Bidder; and
  - directors of any company that is a Controlled Entity of ECF are replaced with nominees of the Bidder;
- procure that the new Responsible Entity of the Fund terminates the Investment Management Agreement with the Manager, to the extent that the Manager has not exercised any right to terminate the Investment Management Agreement;
- review, and possibly terminate, agreements between ECF and service providers, including Elanor Group Members;
- apply to deregister ECF I and ECF II as registered management investment schemes; and
- maintain the existing financing arrangements of ECF, subject to discussions with ECF's external financier.

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4.11 Lederer's intentions where it has a Relevant Interest in more than 50% and less than 90% of ECF Securities

(a) Lederer intends to replace EFML, as Responsible Entity of the Fund, with Evolution Trustees Limited

Lederer has stated that, in circumstances where it acquires a Relevant Interest between 50 and 90%, Lederer intends to call a meeting of members under section 252D of the Corporations Act to consider and vote on a proposed resolution to replace EFML, as the Responsible Entity of ECF, with Evolution Trustees Limited ABN 29 611 839 519 (**Evolution Trustees**).

To unilaterally pass a resolution replacing the Responsible Entity, Lederer would be required to hold, or control the ability to exercise, rights attaching to greater than 50% of ECF Securities. The Bidder will be entitled to exercise the voting rights in respect of any ECF Securities accepted under the Offer from the time of acceptance. In order to pass a resolution replacing the Responsible Entity of ECF, Lederer is required by the Corporations Act to provide at least 21 days' notice of the meeting to all ECF Securityholders.

As outlined in section 9.3(b), a change of Responsible Entity could trigger an event of default under ECF's financing arrangements.

ECF Securityholders should note that, if Lederer replaces the Responsible Entity, there may be a period where ECF is paying fees to the outgoing Manager and incoming Responsible Entity.

The Bidder has stated that:

(i) Evolution Trustees would charge a fee of 0.05% plus GST per annum of gross asset value of the Fund (**GAV**) for its role as Responsible Entity; and

(ii) it is the Bidder's intention to reduce the management fee payable to the new investment manager (proposed to be LDR Capital) to 0.60% plus GST per annum of GAV.

ECF notes that EFML does not currently charge a fee to ECF for acting as Responsible Entity of the Fund. If Lederer implements these intentions, the combination of fees would equal the amount charged by EAS (under the Investment Management Agreement) and EFML – being 0.65% of GAV.

ECF further notes that, in the event of a Change of Control under the Management Agreements, the Responsible Entity must give 90 days' notice of termination to the Manager. The Manager is entitled to fees during this notice period.

If Evolution Trustees is appointed as Responsible Entity, there will be a period during which the Fund is charged fees by the Manager and Responsible Entity. The fees payable during this period would be equal to 0.70% GAV.

(b) Lederer intends to replace the Manager, as manager of the Fund, with LDR Capital

In circumstances where it acquires a Relevant Interest between 50 and 90% Lederer intends to review or terminate agreements including the investment management agreement dated 6 November 2019 between EFML (as Responsible Entity for ECF I and ECF II) and the Manager (the **Investment Management Agreement**). If terminated, Lederer will seek to replace the Manager with LDR Capital Pty Ltd ACN 684 831 196 (**LDR Capital**). Lederer has also stated that it intends to replace Controlled Entities of ECF and/or directors of Controlled Entities with nominees of the Bidder.

ECF Securityholders should note the following protections and consequences of Lederer's intention to replace the Manager:

(i) **Lederer is not likely to be entitled to vote on a resolution to replace the Manager**

ASX strongly recommends that management agreements are approved by securityholders with full disclosure of all material terms.

In circumstances such as those proposed by Lederer, where a new management agreement is proposed to be entered into, ASX's position is that the agreement be approved by securityholders, where the manager and its associates have been the subject of a voting exclusion statement.

Accordingly, if ECF Securityholders do not accept the Offer and Lederer does not proceed to compulsory acquisition, any new Responsible Entity of ECF is likely to require the approval of ECF's minority Securityholders to replace the manager as Lederer has proposed.

If you **REJECT the Offer** and Lederer proposes to replace the Manager with LDR Capital, you and ECF's independent securityholders will likely have the opportunity to REJECT any proposed management agreement with LDR Capital as the new manager of ECF.

4 About the Offer continued

(ii) **The Offer may result in a Change of Control under the Investment Management Agreement**

If the Bidder holds more than 50% of ECF Securities or the Responsible Entity of ECF is replaced, a Change of Control may occur for the purposes of the Investment Management Agreement.

If a Change of Control occurs under the Investment Management Agreement:

(A) The Responsible Entity may terminate the Investment Management Agreement

The Responsible Entity of ECF may terminate the Investment Management Agreement on 90 days' notice.

(B) The Manager may terminate the Investment Management Agreement

Alternatively, the Manager may terminate the Investment Management Agreement immediately, provided that the Change of Control has occurred without its prior written approval. To the best of ECF's knowledge as at the Last Practicable Date, the Manager has not provided its consent to the Bidder acquiring a majority of the ECF Securities under the Offer, or to any change in the Responsible Entity of ECF.

In either case, termination of the Investment Management Agreement on a Change of Control would result in a termination fee payable to the Manager of an amount equal to two years of management fees, assessed as at the date of the termination of the Investment Management Agreement.

ECF and the Manager are also parties to a Property Management Agreement. If the Bidder holds more than 50% of ECF Securities or the Responsible Entity of ECF is replaced, it may constitute a Change of Control for the purposes of the Property Management Agreement. If a Change of Control occurs under the Property Management Agreement, this would entitle the Manager or the Responsible Entity of ECF to terminate the Property Management Agreement on the same notice as set out above in relation to the Investment Management Agreement.

ECF Securityholders should note that Lederer has not disclosed an intention to seek to have the Responsible Entity of ECF terminate the Property Management Agreement. If the Property Management Agreement were to be terminated on a Change of Control, the Manager would be entitled to a compensation payment equal to two times the fees paid under the Property Management Agreement in the prior 12 months.

See section 9.3 for more information on the Investment Management Agreement and Property Management Agreement.

(c) Lederer intends to consider whether it is appropriate for ECF's ASX listing to be maintained

In circumstances where it acquires a Relevant Interest between 50 and 90%, Lederer intends to consider whether it is appropriate for ECF's listing on ASX to be maintained. The Replacement Bidder's Statement highlights that there may be risks related to remaining as a minority securityholder in ECF in circumstances where it would be an unlisted real estate investment trust. If ECF is delisted, ECF Securities will not be able to be bought or sold on ASX.

However, ECF Securityholders should note that there are robust guardrails and legal processes in place to prevent securityholders from being entrenched in an unlisted vehicle against their wishes. In particular:

(i) **A decision to delist must be made by the Board of the Responsible Entity acting in the best interests of ECF Securityholders as a whole**

The Bidder proposes to appoint an independent third party entity as Responsible Entity of ECF. Any decision to apply to ASX to delist ECF would need to be made by the board of the Responsible Entity and not by the Bidder, even if the Bidder holds a majority of the ECF Securities. The Board could only decide to seek a delisting if the Board concludes that this action is in the best interests of ECF and ECF Securityholders as a whole at the relevant time.

(ii) **ASX will ensure that delisting is being sought for acceptable reasons**

ASX states[5] that it will use its discretion to ensure that the delisting of any entity is being sought for acceptable reasons.

For example, ASX notes that a request to remove an entity from ASX that is primarily or solely aimed at denying minority securityholders a market for their securities, in order to coerce them into accepting an offer from a controlling securityholder to buy their securities at an undervalue, would be an unacceptable reason for requesting removal from the official list of ASX.

ASX also notes that, in exercising its discretion to approve the entity's request for removal from the official list, ASX will look favourably upon the entity implementing a buy-back or other facility that allows ordinary securityholders to sell or redeem them up to, and/or following the removal of the entity from the official list.

5. See ASX Guidance Note 33, which sets out ASX's policy in relation to delisting of entities from the ASX official list.

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(iii) **If you REJECT the Offer and Lederer seeks to have ECF delisted in circumstances where it holds less than 90% of ECF Securities, you will likely be able to vote on the resolution to delist with other minority securityholders.**

ASX applies a number of guidelines to safeguard the interests of minority securityholders in the context of any proposed delisting. A key ASX guideline provides that the approval of minority ECF Securityholders would most likely be needed for ASX to allow delisting following a takeover bid unless each of the following conditions is met:

(A) the Bidder and its associates have attained ownership or control of at least 75% of ECF Securities;

(B) there are fewer than 150 ECF Securityholders (excluding the Bidder and its related bodies corporate) whose securityholding is worth at least $500. As at 25 August 2025, there were 2,856 ECF Securityholders with a securityholding of at least $500 – accordingly, delisting in this manner will not be available unless approximately 95% of such securityholders accept the Offer (which the ECF IBC considers to be highly unlikely where Lederer has not acquired 90% of ECF's Securities and proceeded to compulsory acquisition);

(C) the Bidder foreshadowed in its bidder's statement (here, the Replacement Bidder's Statement) that it intended, if it secured control of ECF, to cause ECF to apply for removal from the official list;

(D) the Offer remains open for at least an additional two weeks after the Bidder and its associates have attained ownership or control of at least 75% of ECF Securities; and

(E) ECF has applied for removal from the official list of ASX no later than one month after the close of the Offer.

(iv) **Lederer is not entitled to vote on a resolution to delist for 12 months**

Unless all of the above conditions are met, if the application to delist is made within 12 months of the close of the Offer, Lederer and its associates would not be entitled to vote on the resolution.

Accordingly, the approval of minority securityholders to the delisting would likely be required if the application is made before 12 months after the close of the Offer.

This protection helps prevent a bidder under a takeover offer from unfairly using the threat of an imminent delisting to coerce security holders into accepting a takeover bid.

(v) **ASX usually imposes certain conditions to delisting**

ASX states that it will usually require the following conditions to be satisfied before it will act on a request for delisting:

(A) ECF send a letter or email to ECF Securityholders advising them of the nominated time and date at which ECF will be removed from the official list of the ASX and that, if they wish to sell their ECF Securities on ASX, they will need to do so before ECF is removed from the official list of ASX and, if they do not, that they will only be able to sell their ECF Securities off-market; and

(B) the removal of ECF from the official list of ASX not take place any earlier than 3 months after that statement has been sent to ECF Securityholders, so that they have at least that period to sell their ECF Securities on ASX should they wish to do so.

If the above conditions are not satisfied, the ASX may approve an application for ECF to be delisted from the ASX with ECF Securityholder approval.

If, despite the above procedural protections, ECF is ultimately delisted at some point in the future, any remaining ECF Securityholders (i.e. those who did not accept the Offer or otherwise dispose of their ECF Securities throughout the delisting process) would be holders of unquoted securities. A delisting could result in a number of disadvantages for those ECF Securityholders, such as:

(i) the absence of an orderly, transparent and timely mechanism for security trading;

(ii) restricted information compared to that currently provided, as ECF would no longer be subject to the continuous disclosure requirements of the Listing Rules. If ECF has at least 100 securityholders and remains an unlisted disclosing entity, ECF would still be required to disclose material information to ASIC and likely on its website. Nevertheless, the level of securityholder reporting in these circumstances could be diminished; and

(iii) the ceasing of various requirements and protections for minority securityholders under the Listing Rules. Examples of provisions that would cease to apply include:

(A) restrictions on the issue of new securities;

(B) a governance framework for related party transactions; and

(C) requirements to seek securityholder approval for significant changes in the nature or scale of ECF's activities.

4 About the Offer continued

(d) Lederer intends to review ECF's capital management and distributions policy

If the Bidder obtains at least 50% of ECF Securities, it intends to review the capital structure, gearing levels and distribution policies of ECF to identify the most effective and efficient capital structure for ECF.

Any changes would be subject to approval of the Responsible Entity of ECF, in the context of its fiduciary and statutory duties to act in the best interests of ECF Securityholders as a whole.

(e) Lederer intends to acquire further ECF Securities under the Corporations Act

The Bidder notes that it may acquire further ECF Securities following close of the Offer, in accordance with the Corporations Act. The Replacement Bidder's Statement notes that, if further acquisitions result in Lederer and its Associates holding full beneficial interests in at least 90% of ECF Securities, it intends to follow the general compulsory acquisition process in the Corporations Act.

ECF Securityholders should note that:

(i) The circumstances in which Lederer, as a substantial holder, can acquire ECF Securities are limited by and subject to the Corporations Act. Lederer uses the example of the 3% creep exception, which limits acquisitions to a maximum of 3% of ECF Securities within a six-month period.

Depending on the extent of Lederer's interest following the close of the Offer (for example, if Lederer holds 50.1% of ECF Securities), there may be a significant period of time before Lederer is entitled to enter the compulsory acquisition process.

(ii) The Corporations Act prescribes certain protections for minority securityholders within the compulsory acquisition process. For example, holders representing 10% of the remaining securities (i.e. greater than 1% of ECF Securities) may object to the compulsory acquisition, in which circumstances Lederer would have to apply to the court to approve that the acquisition provides fair value for the securities.

4.12 Lederer's intentions where it has a Relevant Interest in less than 50% of ECF Securities

In circumstances where Lederer has a Relevant Interest in less than 50% of ECF Securities, Lederer has stated that it will review ECF as an investment of Lederer in accordance with its investment policy[6].

Lederer intends to deal with its stake in ECF with a view to maximising returns for Lederer, which may include disposing of ECF Securities or making further acquisitions of ECF Securities as permitted by the Corporations Act, and pursue its intentions in relation to ECF as set out above to the extent possible[7].

ECF notes that the extent to which Lederer may implement its intentions in these circumstances will depend on:

(a) the voting power which it holds following the close of the Offer;

(b) any voting exclusions, requirements and safeguards to obtain minority securityholder approval as set out in this Target's Statement, including the likelihood that Lederer will require minority securityholder approval to replace the Manager with LDR Capital; and

(c) voter turnout amongst ECF's remaining Securityholders.

4.13 When you will receive payment of the Offer Price

As stated in section 2 of the Replacement Bidder's Statement, if you accept the Offer, Lederer will pay the Offer Price for Your ECF Securities within 5 Business Days after you validly accept the Offer.

6. The Replacement Bidder's Statement provides no further detail as to Lederer's investment policies.
7. The Replacement Bidder's Statement provides that this will occur where Lederer forms the opinion that it either individually or together with its Associates (as defined in the Corporations Act) has the requisite control of ECF.

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5 Information relating to ECF

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5.1 Overview of ECF

Summary

Established in 2016, ECF is an externally managed, ASX-listed, Australian real estate investment trust that invests in commercial office assets. ECF was listed on the ASX on 6 December 2019. ECF's portfolio is currently valued at $495.3 million.

EFML is the Responsible Entity of ECF and Elanor Asset Services Pty Limited ACN 614 679 622 is the manager of ECF.

ECF owns or co-owns nine high-profile properties, including office towers and mixed-use developments, primarily located in the metropolitan areas of major cities such as Sydney, Melbourne, and Brisbane. Leased to blue-chip tenants like government entities, financial institutions, and corporate firms, ECF aims to deliver attractive risk-adjusted returns to securityholders through a combination of stable rental income, capital growth, and active asset management strategies, such as repositioning underutilised properties and enhancing tenant occupancy.

Investment Strategy

The Fund's investment strategy is to invest in differentiated office assets in major metropolitan markets within Australia to provide above average risk adjusted returns through a combination of regular distributions and capital growth.

To achieve this, ECF takes the following approach:

- Unique approach to asset allocation;
  - ECF is a bottom-up asset manager applying active management skills to invest capital where appropriate to deliver strong risk-adjusted returns;
  - implement leasing and active asset management to grow the income and value of the properties;
- acquire additional investment grade commercial properties that satisfy the fund's investment criteria and enhance overall portfolio quality;
- Target look-through gearing of 30–40%;
  - maintain a conservative capital structure with a target gearing range between 30% and 40%; and
- Seek opportunities to scale;
  - ECF is actively looking for new office assets within Australia to grow assets under management and leverage its platform;
  - Target assets in a sweet spot often overlooked by the majors – $50–$100 million in value; and
  - Look to recycle assets as soon as they complete value-add programs to deliver strong NPVs to securityholders.

5 Information relating to ECF continued

ECF Portfolio

ECF's portfolio consists of nine commercial assets (including a minority stake in one asset) situated in Queensland, South Australia, the Australian Capital Territory, Western Australia and New South Wales. The properties are independently valued at $495.3 million, reflecting a weighted average capitalisation rate (**WACR**) of 7.79%. The portfolio is 96.3% occupied with a weighted average lease expiry (**WALE**) of 3.4 years.

Asset	Valuation Type	Ownership (%)	Valuation[8] ($m)	NLA[9] (m²)	Valuation ($ per m²)	Capitalisation Rate (%)	Occupancy[10] (%)	WALE[11] (years)
QLD								
200 Adelaide Street, Brisbane	External	100%	45.0	6,033	7,459	8.00%	91.4%	6.0
Limestone Centre, Ipswich	External	100%	28.4	7,245	3,920	9.00%	93.8%	2.8
Nexus Centre, Brisbane	External	100%	35.0	7,279	4,808	8.50%	100.0%	3.5
34 Corporate Drive, Brisbane	External	100%	26.0	5,299	4,907	7.53%	100.0%	4.2
50 Cavill Avenue, Gold Coast	External	100%	122.0	16,569	7,363	7.50%	96.2%	3.3
SA								
Campus DXC, Adelaide	External	100%	30.0	6,288	4,771	8.00%	100.0%	5.2
ACT								
Garema Court, Canberra	External	100%	48.0	11,442	4,195	8.13%	98.7%	1.0
WA								
WorkZone West, Perth	External	100%	92.0	15,370	5,986	7.75%	100.0%	3.7
NSW								
19 Harris Street, Sydney	Internal	49.9%	68.9	12,478	11,060	7.13%	80.1%	3.3
Total/Average			**495.3**	**88,002**	**6,659**	**7.79%**	**96.3%**	**3.4**

5.2 ECF management

Both the Responsible Entity and Manager of ECF are wholly owned subsidiaries of Elanor Investors Group. Elanor Investors Group (ASX:ENN) is an ASX-listed investment and funds management business with funds under management across Australia and New Zealand. Elanor Investor Group's key real estate sectors of focus are the commercial office, retail, industrial and healthcare sectors. Elanor Investors Group has a proven track record for acquiring and unlocking value in real estate assets that provide strong income and capital growth potential.

Elanor Investors Group is a disclosing entity (as that term is defined in the Corporations Act) and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. Specifically, the ASX Listing Rules require continuous disclosure of any information Elanor Investors Group has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities (subject to certain exceptions).

Copies of documents lodged with ASX by Elanor Investors Group may be obtained from the ASX website at www.asx.com.au and more information regarding Elanor Investors Group is available at www.elanorinvestors.com.

8. Adjusted for ownership percentage. Valuation date as at 30 June 2025, except for 19 Harris Street, which is as at 31 August 2025.
9. Net Lettable Area, shown on a 100% interest basis.
10. By area, including Heads of Agreements.
11. By income, including Heads of Agreements.

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5.3 ECF Board

The Board of the Responsible Entity comprises five Directors. As the Responsible Entity is a wholly owned subsidiary of Elanor Investors Group, the Board of the Responsible Entity has been appointed by Elanor Investors Group. The Directors of the Responsible Entity bring a broad range of relevant skills and experience, including industry and business knowledge, financial management and corporate governance experience.

In addition to its current Board of Directors, Elanor Investors Group is progressing a range of initiatives to enhance its corporate governance, including establishing a separate independent trustee and responsible entity board for its managed funds. In this regard, EFML (as Responsible Entity of ECF) is intending a restructure of its Board of Directors which would result in a majority of newly appointed independent directors who are distinct from those serving on Elanor Investors Group boards.

Ian Mackie *Independent Chairman*	Independent Non-Executive Chair (appointed as Chair on 1 January 2024 and as Director on 25 August 2023). Member, Transaction Approval Committee. Member, Audit & Risk Committee. Ian was appointed a Director of EFML (the Responsible Entity of ECF) in August 2023. With more than 40 years of experience in real estate investment and funds management in the Asia Pacific region, Ian is currently the Lead Independent Director of Keppel REIT Management Limited (KRML), manager of the Keppel REIT, listed on the Singapore Stock Exchange. Ian served as Chair of the Urban Land Institute (ULI) Australia, and as a member for the Board of ULI Asia Pacific, from June 2019 until June 2022. He remains a member of the Australian National Council, and a ULI Global Governing Trustee. Ian was previously the International Director and Asia Pacific Head of Strategic Partnerships at LaSalle Investment Management Asia from January 2000 to April 2018. Ian also served on LaSalle's Asia Pacific Investment Committee from 2006 and its Global Investment Strategy Committee from 2008. Ian holds a Bachelor of Arts (Economics & Law) from the University of Canberra and an Associate Diploma in Valuation from the University of Technology Sydney. He is a member of the Australian Institute of Company Directors, the Singapore Institute of Directors and has been a director of regulated entities in Singapore, South Korea, and Japan.
Anthony (Tony) Fehon *(Non-Independent Director and Interim Managing Director from 9 September 2024)*	Independent Non-Executive Director (appointed on 20 August 2019 to 8 September 2024). Interim Managing Director (appointed on 9 September 2024). Member, Audit & Risk Committee (until 8 September 2024). Chair and Member, Transaction Approval Committee. Tony was appointed a Director of EFML (the Responsible Entity of ECF) in August 2019. Tony has more than 40 years' experience working in senior roles with some of Australia's leading financial services and funds management businesses. He has broad experience in operational and leadership roles across many industries. Tony is a Director of Elanor Hotel Accommodation Limited and Elanor Hotel Accommodation II Limited, enLighten Australia Pty Limited and numerous small companies. He was previously an Executive Director of Macquarie Bank Limited where he was involved in the formation and listing of several of Macquarie's listed property trusts including being a director of the listed leisure trust. Tony holds a Bachelor of Commerce (Accounting and Financial Management) from the University of New South Wales and is a Fellow of Chartered Accountants Australia and New Zealand.
Su Kiat Lim	Non-Independent Non-Executive Director (appointed on 1 October 2021). Su Kiat was appointed a Director of EFML (Responsible Entity of ECF) in October 2021. Su Kiat is currently CEO of Firmus Capital Pte Ltd, a Singapore based private equity real estate investment management firm found in 2017. Su Kiat has over 20 years' experience in the real estate funds, investment and asset management industry across Asia Pacific region including Japan and Australia. In 2011 Su Kiat co-founded Rockworth Capital Partners, a direct real estate investment management firm in Singapore, successfully growing its AUM to $1bn by 2017. Prior to that, Su Kiat held key roles in investment management at Allco Finance Group, Frasers Property Limited and Frasers Commercial Trust (FCOT). Su Kiat holds Bachelor of Business (Accounting) and Doctor of Philosophy with Monash University.

5 Information relating to ECF continued

Karyn Baylis AM	Independent Non-Executive Director (appointed on 1 November 2021). Member, Audit & Risk Committee. Karyn was appointed a Director of EFML (Responsible Entity of ECF) in November 2021. Karyn has led a distinguished business career in Australia and internationally, having held a range of senior management and C-suite executive roles in multinational businesses including at Optus, Insurance Australia Group and Senior Vice President The Americas at Qantas Airways. In 2009 she was appointed CEO of Jawun and spent 12 years working with some of the leading indigenous reform voices in the country along with outstanding organisations. She retired from Jawun in January 2022. Karyn has received a number of awards, notably a Member in the General Division of the Order of Australia (AM) for significant service to Indigenous community in the 2018 Queen's Birthday Honours and The Australian Financial Review and Westpac 100 Women of Influence Award in Diversity in 2015. Karyn is a Non-Executive Director of Save the Children Australia. Karyn is also a current member of the Australian Institute of Company Directors (AICD) and Chair of the National Leadership Group (NLG) of Stronger Places Stronger People. Previous Board positions include CARE Australia, Cure Cancer, Grocon Holdings Pty Ltd, NRMA Financial Management and Life Nominees.
Kathy Ostin	Independent Non-Executive Director (appointed on 1 January 2024). Chair and Member, Audit & Risk Committee (appointed Chair on 20 September 2024). Kathy was appointed a Director of EFML (Responsible Entity of ECF) in January 2024. Kathy is an experienced non-executive director and chair of Audit and Risk Committees. Kathy spent 24 years with KPMG in Australia, the United States, Asia and the United Kingdom providing global perspective. She was previously a senior partner of the Audit, Assurance & Risk Consulting division at KPMG for 12 years and retired from the partnership in December 2017. Kathy currently serves as a Non-Executive Director and Chair of the Audit and Risk Committee of each of 3P Learning Limited (ASX: 3PL), dusk Group Limited (ASX: DSK), Next Science Limited (ASX: NXS), as well as Chair of the Audit Committee of Healius Limited (ASX: HLS). Kathy holds a Bachelor of Commerce (Accounting & Finance) from the University of New South Wales. She is a graduate and member of the Australian Institute of Company Directors, Chartered Accountants Australia & New Zealand and Fellow of the Financial Services Institute of Australasia (FINSIA).

5.4 ECF's management

John d'Almeida *Head of Office*	John leads the strategic direction and management of Elanor's office assets, overseeing their acquisition, development, and operational performance. John has over 30 years' experience in the commercial real estate and funds management industry, primarily focused on the office sector. Before joining Elanor, John worked both domestically and internationally in valuations, funds management, development, acquisitions, and strategy for companies such as CBRE, AMP Capital Investors, Colonial First State Global Asset Management, GPT, and 360 Capital.
Tony Fehon *Managing Director*	See section 5.3.
Symon Simmons *Chief Financial Officer and Company Secretary*	Symon has over 25 years' experience in senior roles across the financial services, technology and business services sectors. Prior to Elanor, Symon was Chief Operating Officer at Moss Capital where he was responsible for the firm's finance, corporate, human resources, legal and administration functions. Symon has been Elanor's Chief Financial Officer and Company Secretary since its listing in July 2014, with responsibility for the Group's finance, technology, legal, secretariat, compliance and human resource functions. Symon is a Responsible Manager on Elanor's Australian Financial Services Licence (AFSL) and sits on the Group's Workplace Health and Safety Committee. Symon is the Chair of the Elanor Wildlife Park Foundation.

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5.5 Debt structure

Key metrics: 30 June 2025	Balance sheet	Look-through
Facility limit ($m)	214.7	256.6
Drawn debt ($m)	194.7	233.1
Gearing	38.1%	44.3%
Hedged	76.9%	80.7%
Weighted average cost of debt (p.a.)	4.4%	4.5%
Average debt facility maturity (years)	2.4	2.4
Average swap/hedge maturity (years)	1.2	1.3

Since releasing its FY25 results to the market on 26 August 2025, ECF executed an extension of its existing debt facilities with its external financier. Following the re-finance, ECF has access to debt facilities totalling $214.7 million, comprising three secured debt facilities and one capex facility, which all mature on 30 November 2027:

- Secured Facility 1: A$80,000,000
- Secured Facility 2: A$75,000,000
- Secured Facility 3: A$39,725,000
- Capex Facility 4: A$20,000,000

The total drawn amount at 30 June 2025 is $194.7 million, with an average all-in cost of debt of 4.39% p.a.

ECF's debt facilities are subject to financial covenants, including but not limited to:

- Loan to value ratio not exceeding 52.5%
- Interest coverage ratio of at least 2.0x

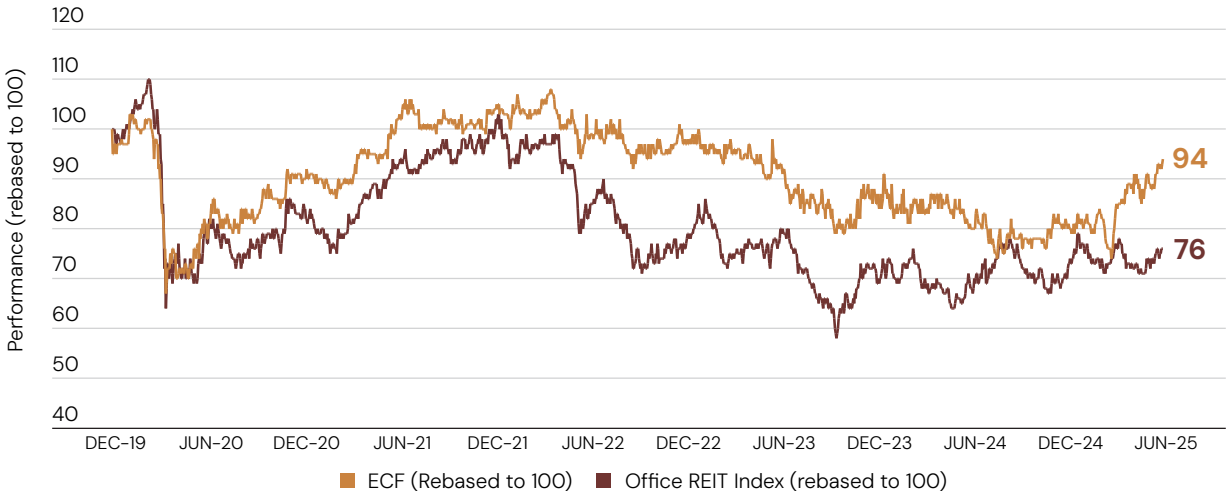
For discussion of ECF's financing arrangements in the context of the Offer, see section 9.3(b).

5.6 ECF recent securityholder return

Headwinds such as COVID-19, the proliferation of working-from-home arrangements and a high interest rate environment have created challenging conditions for the office property market since 2020, with the ASX A-REIT Office Index down 24.1% from 6 December 2019 to 1 August 2025 on a total unitholder returns basis.

ECF has outperformed the ASX A-REIT Office Index by 18.2% over the same period, highlighting the strong distribution yield, quality of ECF's portfolio and management.

FIGURE 9: ECF TOTAL UNITHOLDER RETURN COMPARISON VS ASX A-REIT OFFICE INDEX FROM IPO (6 DECEMBER 2019) TO 1 AUGUST 2025



Source: Iress, Bloomberg data as at 1 August 2025
Notes: ASX A-REIT Office Index based on total unitholder return of ASX-listed office A-REITs (ASX:TOT, ASX:CMW, ASX:DXS, ASX:ABG, ASX:GDI, ASX:COF). ECF was admitted to the ASX on 6 December 2019. 1 August 2025 was the last trading day prior to the announcement of Lederer's intention to make a takeover offer.

5 Information relating to ECF continued

5.7 Substantial holders

As at the Last Practicable Date, based on substantial holder notices released to the ASX, the following persons have voting power in 5% or more of ECF Securities.

Holder	Holding (#)	% IC
Lederer Group and Associated entities[12]	128,611,852	31.60%
Messrs Kenneth & Xuemin Campbell[13]	31,791,947	7.81%
Harvest Lane Asset Management[14]	24,603,891	6.05%

5.8 Recent historical financial information

Comprehensive financial information about ECF can be found on the ASX website at www.asx.com.au or ECF's website at www.elanorinvestors.com/investors/managed-fund/elanor-commercial-property-fund-asx-ecf. This includes copies of ECF's historical consolidated financial statements for FY25, FY24 and FY23 which can be found in:

- the 2025 ECF preliminary final report (released to ASX on 26 August 2025);
- the 2024 ECF annual report (released to ASX on 30 September 2024); and
- the 2023 ECF annual report (released to ASX on 22 September 2023)

5.9 Publicly available information about ECF

ECF is a disclosing entity (as that term is defined in the Corporations Act) and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Specifically, the Listing Rules require continuous disclosure of any information ECF has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities (subject to certain exceptions).

Copies of documents lodged with ASX by ECF may be obtained from the ASX website at www.asx.com.au or ECF's website at https://www.elanorinvestors.com/investors/managed-fund/elanor-commercial-property-fund-asx-ecf. ECF's ASX announcements released between the announcement of the Offer on 4 August 2025 and the Last Practicable Date are listed at Attachment A.

In addition, ECF is required to lodge various documents with ASIC, copies of which may be obtained from, or inspected at, an ASIC office.

12. On 17 September, Lederer Group provided a substantial holder notice to ASX disclosing its 31.60% voting power in ECF Securities.
13. On 7 November 2024, Kenxue Pty Ltd provided a substantial holder notice to ASX disclosing its 7.81% voting power in ECF securities.
14. On 19 September 2025, Harvest Lane Asset Management provided a substantial holder notice to ASX disclosing its 6.05% voting power in ECF securities.

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6 Information relating to Lederer

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6.1 Disclaimer

The following information about Lederer is based on publicly available information, including information in the Replacement Bidder's Statement, and has not been independently verified by ECF. ECF does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Lederer in this Target's Statement should not be considered comprehensive. Further information about Lederer is set out at section 3 of the Replacement Bidder's Statement.

6.2 Overview of Lederer Group

LDR Assets Pty Ltd ACN 689 671 396, in its capacity as trustee of the LDR Assets Trust, is the Bidder (**Lederer** or the **Bidder**). The Bidder is owned and controlled by Paul and Eva Lederer. Paul is the founder and Chairman of the Lederer Family Office.

The Bidder is a proprietary company incorporated in Australia and the LDR Assets Trust is a special purpose acquisition trust established for the purposes of the Offer. The Bidder has nominal seed capital and no other assets or liabilities.

Lederer Family Office

The Lederer Family Office is a single-family office established by entrepreneur Paul Lederer. The Bidder has disclosed that the Lederer Family Office has over $3 billion in assets invested across multiple asset classes. The Lederer Family Office:

(a) sold Primo Smallgoods for $1.45 billion in 2014;

(b) is the owner of Get Real Foods (including Real Dairy Australia and Gulli Foodservice), an everyday cheese company with approximately $850 million in projected turnover in FY26;

(c) is a co-owner of Western Sydney Wanderers, a Sydney based A-league team; and

(d) holds $1.2 billion in direct and indirect real estate investments.

LDR Capital

LDR Capital Pty Ltd ACN 684 831 196 (**LDR Capital**) is a new real estate funds management platform established by the Lederer Family Office and whose beneficial owners are Paul and Eva Lederer.

LDR Capital currently manages the Lederer Family Office's property portfolio, which comprises five commercial assets in office markets including Sydney, Canberra and Brisbane with a combined estimated value of $600 million. LDR Capital also manages certain retail and living assets on behalf of the Lederer Family Office.

Lederer has not disclosed the occupancy levels within its current office properties. ECF cautions ECF Securityholders that this information is material for ECF Securityholders should they be given the opportunity to approve a change of manager of ECF, as proposed by Lederer as a consequence of the Offer.

Further, Lederer has acknowledged that LDR Capital has not previously managed ASX-listed REITs, however it has invested in REITs in the past and is the joint owner of an asset with Centuria Office REIT.

The Bidder has stated that its executive team comprises Paul Lederer, Steven Lacey, David Burgess, Ryan Pittman and Myles Brooks-Garrett. Certain members of this executive team were formerly involved in the management of ECF.

6.3 Lederer's and Associates' interest in ECF

Based on substantial holder notices released to the ASX as at the Last Practicable Date, entities associated with the Lederer Group and Paul and Eva Lederer hold a Relevant Interest in approximately 31.60% of the ECF Securities on issue (being 128,611,852 ECF Securities).

As at the Last Practicable Date, based on information available to ECF, Stephen Cribb holds approximately 0.17% of the ECF Securities on issue.

Stephen Cribb is the Company Secretary of the Bidder and LDR Capital and a director of Lederer Family Office. Given these positions, and the role proposed for LDR Capital if Lederer can carry out its intentions, the ECF IBC is concerned that Stephen Cribb may be an Associate of Lederer in connection with ECF. To date, the Relevant Interest disclosed by the Bidder does not include the ECF Securities held by Stephen Cribb.

6 Information relating to Lederer continued

6.4 Lederer's suitability to manage an A-REIT

The Bidder has stated that its intention is to replace the Responsible Entity of ECF with a third party Responsible Entity (Evolution Trustees) and request that the new Responsible Entity replace the investment manager of ECF with LDR Capital or another entity controlled by the Lederer Family Office.

The Bidder has stated that it may seek to do so even where it holds less than 50% of ECF's securities.

The Offer is not subject to any minimum acceptance condition (e.g. a requirement that Lederer acquire at least 50.1% of ECF's securities). This means that:

- Lederer may gain effective control of ECF in circumstances where it owns less than 50% of ECF's securities or more than 50% of ECF's securities; or
- Lederer may gain actual control of ECF in a circumstance where it is not entitled to proceed with compulsory acquisition of the remaining ECF securities (which usually occurs where a bidder obtains a Relevant Interest of 90% or more of the target's securities during the offer period).

This creates a risk that Lederer may be successful in replacing the Responsible Entity and investment manager of ECF.

The ECF IBC is concerned that the investment manager proposed to be appointed by Lederer (LDR Capital) has insufficient capabilities and experience.

(a) **LDR Capital and Lederer do not have any track record in managing or operating an ASX-listed REIT.**

ASX-listed entities are subject to significantly more extensive governance, compliance and reporting obligations than unlisted companies.

(b) **Certain proposed executives of LDR Capital may be subject to non-compete clauses with Elanor**

David Burgess was employed by Elanor between 6 December 2017 and 18 April 2025, in the position of Joint Head of Real Estate and Co-Head of Property. During his employment, he also held additional positions of seniority within the Group, including as the Chair of the Investment Committee and a position on the Group's Executive Management Committee. He was the fund manager of ECF from IPO in 2019 until February 2025.

Myles Brookes-Garrett was employed by Elanor between 9 February 2016 and 16 April 2025, in the position of Head of Capital Transactions at the Group. During his employment, he also held a position on Elanor's Executive Management Committee.

Ryan Pittman was employed by Elanor between 1 July 2024 and 31 January 2025, in the position of Executive Director – Head of Living and most recently as Head of Strategy and was also on Elanor's Executive Management Committee. Prior to Elanor, Ryan was at MA Financial and advised on the IPO of ECF whilst at MA Financial.

These executives have less than one year of experience within the Lederer Group and as former Elanor employees are subject to various post-employment confidentiality obligations and restrictions.

Elanor Investors Group has not expressed a view on any non-compete clauses, or expressed a view on a possible dispute with any LDR Capital executives. However, ECF considers that there is a risk that Elanor Investors Group may decide to enforce any non-compete clauses which may apply to LDR Capital's management team. If Lederer is successful in appointing LDR Capital as the manager of ECF, any such legal challenges could impact its ability to manage the Fund to the standard required of a listed investment fund.

(c) **ECF's portfolio would be a significant expansion to the assets under management of LDR Capital**

Lederer has disclosed that LDR Capital currently manages five commercial assets with a combined estimated value of $600 million.

ECF's portfolio comprises nine assets (owned or co-owned) which are currently valued at $495.3 million.

Adding ECF's portfolio to its existing assets under management would constitute a significant increase in scale for LDR Capital.

Combined with the lack of ASX-listed management expertise outlined above, ECF is concerned as to whether LDR Capital is equipped to take on these additional responsibilities. Lederer has not addressed the significant increase in scale that it proposes if it successfully implements its intentions to replace the Manager with LDR Capital.

(d) **Lederer has indicated that it intends to review ECF's capital management policies, including distributions, including in circumstances where it obtains between 50–90% of ECF Securities or less than 50% of ECF Securities[15]**

There can be no assurance that, under new ownership, the frequency or quantum of future distributions will be maintained at current levels.

Any proposed change to ECF's distribution and capital management policies will be subject to approval of the Responsible Entity.

ECF notes its forecast distribution guidance for FY26 of 6.5 cents per ECF Security, which equates to a forecast distribution yield of 9.3% based on the Offer Price.

15. The Bidder has disclosed that it may implement its intentions in circumstances where the Bidder and its Associates hold less than 50% of ECF Securities, subject to the qualifications and limitations outlined in the Replacement Bidder's Statement.

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7 Risk factors

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7.1 Overview

In considering the Offer, ECF Securityholders should be aware that there are a number of risk factors associated with either accepting the Offer or rejecting the Offer and continuing to hold ECF Securities.

The risks set out in this section 7 do not take into account the individual investment objectives, financial situation, position or particular needs of ECF Securityholders.

In addition, these risks are general in nature only and do not cover every risk that may be associated with an investment in ECF now or in the future, or arising from the sale of Your ECF Securities.

7.2 Risks associated with accepting the Offer

The ECF IBC unanimously recommends that ECF Securityholders **REJECT the Offer**. There are risks associated with accepting the Offer, including those described below.

(a) Possible appreciation of ECF Securities in the future

By accepting the Offer, you may forego any ability to sell Your ECF Securities in the future for a higher price than the Offer Price, although the ECF IBC can give no assurances and make no forecast as to whether this will occur. From 20 August 2025 (the date of the Bidder's Statement) to the Last Practicable Date, the daily VWAP of ECF Securities has exceeded the Offer Price every day.

(b) Possibility of acquisitions

ECF frequently assesses acquisition opportunities that will meet its investment criteria. By accepting the Offer, you will not be able to benefit from any value creation that may arise from ECF successfully executing on these acquisition opportunities.

(c) Possibility of a superior proposal emerging

A superior proposal may emerge for Your ECF Securities (although the ECF IBC can give no assurances that this will occur). By accepting the Offer, you will not be able to accept any superior proposal that may be made. As such, you may not be able to obtain any potential benefit associated with any such superior proposal.

(d) Taxation consequences of accepting the Offer

The taxation consequences of disposing of Your ECF Securities pursuant to the Offer depend on a number of factors and your particular circumstances.

For more information, please see section 8. You should also seek your own specific professional tax advice as to the taxation implications applicable to your circumstances.

(e) Foregoing distributions attributable to Your ECF Securities

ECF's current distribution policy is to distribute 80% to 100% of funds from operations (**FFO**) on a quarterly basis. Disposing of Your ECF Securities pursuant to the Offer will mean that you are not eligible to receive any distribution attributable to Your ECF Securities for the period from 1 July 2025 to the date of disposal of Your ECF Securities.

ECF's forecast distribution guidance for FY26 is 6.5 cents per ECF Security, which amounts to 9.3% of the Offer Price.

7 Risk factors continued

7.3 Risks associated with rejecting the Offer

Rejecting the Offer may have the following risks, depending on the outcome of the Offer, in addition to those general risks applicable to an investment in ECF.

(a) Compulsory acquisition

If Lederer and its Associates become entitled to exercise compulsory acquisition rights, you may be compelled to sell Your ECF Securities to Lederer for the same price as under the Offer, but may not receive the consideration for some time. Lederer would generally be entitled to exercise compulsory acquisition rights should the combined securityholding of Lederer and its associates in ECF reach 90% or more. Lederer has disclosed that, in that scenario, it intends to compulsorily acquire all remaining ECF Securities.

(b) Risks of holding ECF Securities

There are risks which are specific to ECF and other risks which apply to similar investments generally, which may materially and adversely affect the future operating and financial performance of ECF and the price or value of ECF Securities.

Key risks to which ECF Securityholders will continue to be exposed if they **REJECT the Offer** and retain their current investment in ECF are set out on pages 47 to 53 of ECF's 2025 Annual Report, which was released to the ASX on 26 August 2025.

The risks described in that section are not the only risks that ECF faces. That section does not purport to be, nor should it be construed as representing, an exhaustive summary of the risks associated with an investment in ECF. Other risks may not be known to ECF and some currently believed to be immaterial may subsequently turn out to be material. One or more or a combination of these risks could materially impact ECF's businesses, its operating and financial performance, the price or value of ECF Securities or the distributions (if any) paid in respect of ECF Securities.

(c) Lederer's strategic priorities as a partially-owned controlled entity

Lederer's intentions in relation to ECF are set out in section 5 of the Replacement Bidder's Statement.

The Bidder's intentions have a number of possible implications (which may be positive or negative) for remaining minority ECF Securityholders and include:

(i) the Bidder intends to seek to replace EFML as Responsible Entity of ECF with a nominee of the Bidder, which is expected to be Evolution Trustees;

(ii) the Bidder intends to appoint LDR Capital as the new investment manager of ECF, subject to the Responsible Entity of ECF concluding that appointing LDR Capital is in the best interests of ECF Securityholders. ECF Securityholders should note that Lederer has acknowledged that LDR Capital does not have any experience managing an ASX-listed fund, and that any replacement management agreement with LDR Capital is likely to require ECF minority securityholder approval;

(iii) if the Bidder appoints LDR Capital as the manager of ECF's assets, there is the potential for conflict to arise when, for example, there are new acquisition opportunities that could be taken by either ECF or other entities managed by LDR Capital, including the Lederer Family Office's private portfolio[16];

(iv) the Bidder intends to consider whether it is appropriate for ECF's listing on ASX to be maintained, which may result in the Bidder applying for ECF's removal from the official list of ASX. ECF Securityholders should note the procedural safeguards which apply in those circumstances, as set out in section 4.11(c); and

(v) the Bidder intends to review ECF's distribution and capital management policies, which may result in the Bidder forming a different view from the current policy on the payment of distributions by ECF.

There is no certainty as to whether the Bidder will effect the above intentions after achieving a combined securityholding with its associates of 50.1% or more of ECF. The ability of the Bidder to implement the above intentions is subject to the limitations set out in section 5.5 of the Replacement Bidder's Statement.

16. See section 3.5 and 3.6 of the Replacement Bidder's Statement for an outline of the Lederer Family Office's portfolio, which LDR Capital currently manages.

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(d) The possibility of Elanor legal challenges

ECF Securityholders should note the following disputes and possibility of legal action in relation to Lederer's Offer:

(i) **Elanor considers that Lederer's proposal to replace EFML and the Manager constitutes a breach of the Term Sheet**

As noted in the Bidder's Statement, PEJR Investments Pty Limited ACN 159 037 635 as trustee of Lederer Investment Trust (an Associate of the Bidder) (**PEJR**) is party to a binding term sheet with Elanor Investments Limited ACN 169 308 187, Elanor Funds Management Limited (in its capacity as Responsible Entity for the Elanor Investment Fund ARSN 169 450 926), EFML and the Manager (the **Term Sheet**).

Among other terms, PEJR and its related bodies corporate agreed not to "support any proposal to change the responsibility of ECF or replace the investment manager of ECF", except in certain prescribed circumstances (including if a change of control of ECF occurs, an insolvency event occurs in relation to EFML or the Manager or ECF materially underperforms the market relative to its peers over a 12 month period). The restraint applies until September 2026.

The ECF IBC does not wish to express a view on whether the Offer constitutes a breach of the Term Sheet. However, ECF Securityholders should note that the Board Committee which Elanor Investors Group has established in connection with the Offer has announced that it considers Lederer's proposals to replace EFML and the Manager to be a breach of the undertakings in the Term Sheet.

(ii) **LDR Capital's management team includes certain ex-Elanor personnel, who may be subject to non-compete clauses**

The Replacement Bidder's Statement includes details with respect to LDR Capital's proposed management team. Certain proposed executives are ex-Elanor personnel who, having recently departed Elanor, may be subject to a non-compete clause in their employment agreement with Elanor.

ECF considers that there is a risk that Elanor Investors Group decides to enforce any non-compete clauses which may apply to LDR Capital's management team. If Lederer is successful in appointing LDR Capital as the manager of ECF, any such legal challenges could impact its ability to manage the Fund to the standard required of a listed investment fund.

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8 Taxation considerations

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8.1 Introduction

The following is a general description of the Australian income tax and Goods and Services Tax (**GST**) consequences for ECF Securityholders relating to the Offer. It is general in nature and is not intended to constitute tax advice to ECF Securityholders. Accordingly, each ECF Securityholder should seek independent professional advice in relation to their own particular circumstances.

The information below deals only with the taxation implications for ECF Securityholders who hold their ECF Securities on capital account. It does not address the taxation implications for ECF Securityholders who:

- hold their ECF Securities for the purposes of speculation or a business of dealing in securities (e.g. as trading stock) or who otherwise hold their ECF Securities on revenue account;
- have made any of the tax timing method elections pursuant to the "taxation of financial arrangements" rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to gains and losses on their ECF Securities;
- are subject to the Investment Manager Regime under Division 842 of the *Income Tax Assessment Act 1997* (Cth) in relation to gains and losses on their ECF Securities; or
- acquired their ECF Securities pursuant to an employee share or option plan.

Each unit in ECF I and ECF II is a separate CGT asset, so the summary below applies to each of these securities separately.

ECF Securityholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences under the laws of their country of residence, as well as under Australian law, of accepting the Offer.

The information contained in this section is based on the Australian tax law and administrative practice in effect at the date of this Target's Statement.

8.2 Australian resident securityholders

(a) ECF Securityholders who accept the Offer

Acceptance of the Offer will involve the disposal by ECF Securityholders of their ECF Securities by way of transfer to the Bidder. This change in the ownership of the ECF Securities will constitute a CGT event for Australian CGT purposes. The date of disposal for CGT purposes will be the date when the contract to dispose of the ECF Securities is formed, which is the date of acceptance if you decide to accept the Offer.

(b) Compulsory acquisition

If an ECF Securityholder does not dispose of their ECF Securities under the Offer and their ECF Securities are subsequently compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those ECF Securityholders will also be treated as having disposed of their ECF Securities for CGT purposes. The date of disposal for GST purposes will be the date when the Bidder becomes the owner of the ECF Securities.

(c) Calculation of capital gain or capital loss

ECF Securityholders will make a capital gain to the extent that their capital proceeds from the disposal of the ECF Securities are more than the cost base of those ECF Securities. Conversely, ECF Securityholders will make a capital loss to the extent that their capital proceeds are less than their "reduced cost base" of those ECF Securities.

The cost base and the reduced cost base of the ECF Securities in the hands of an ECF Securityholder generally equals the amount the relevant ECF Securityholder paid to acquire the ECF Securities and certain incidental costs of the acquisition (such as brokerage), less the total amount of tax-deferred and capital components of the distributions received in respect of their ECF Securities before the time of disposal.

The capital proceeds of the CGT event will equal the consideration received by the ECF Securityholder in respect of the disposal of their ECF Securities, i.e. the Offer Price as reduced by any Additional Distribution declared or paid before the close of the Offer.

Individuals, complying superannuation entities or trustees that have held their ECF Securities for at least 12 months and satisfy certain other integrity measures should be entitled to discount the amount of the capital gain from the disposal of ECF Securities (after application of current year and prior year capital losses) by 50% in the case of individuals and trusts or by 33 1/3rd % for complying superannuation entities. For trusts, the ultimate availability of the discount may depend on a beneficiary's entitlement to the discount. Companies are not entitled to discount the amount of the capital gain.

Capital gains (prior to any CGT discount) and capital losses of a taxpayer in an income year are aggregated to determine whether there is a net capital gain. Any net capital gain is included in assessable income and is subject to income tax. Capital losses may not be deducted against other income for income tax purposes, but may be carried forward to offset against future capital gains (subject to satisfaction of loss recoupment tests for certain taxpayers).

8.3 Non-resident securityholders

For an ECF Securityholder who is not a resident of Australia for Australian tax purposes and does not hold their ECF Securities in carrying on a business through a permanent establishment in Australia, the disposal of ECF Securities will generally result in Australian tax implications only if that ECF Securityholder, together with its Associates:

(i) hold 10 percent or more of the ECF Securities at the time of disposal; or

(ii) have held 10 percent or more of the ECF Securities for any continuous 12-month period within the 2-year period preceding the disposal,

(referred to as an 'Indirect Australian Real Property Interest').

However, a non-resident ECF Securityholder who is an individual and has previously been a resident of Australia and chose to disregard a capital gain or loss on ceasing to be a resident will be subject to Australian CGT consequences on disposal of the ECF Securities as set out in section 8.2.

A non-resident ECF Securityholder whose ECF Securities constitute an 'Indirect Australian Real Property Interest' should obtain independent advice regarding the Australian and foreign tax implications of their ECF Securities.

Under Australia's "foreign resident capital gains withholding" regime, the Bidder is obliged to withhold and remit to the Australian Taxation Office (**ATO**) an amount equal to 15% of the consideration payable to a non-resident ECF Securityholder to the extent that the relevant ECF Securities constitute an Indirect Australian Real Property Interest.

The Bidder has indicated that it does not anticipate having to withhold any amount under this regime, but may seek a declaration regarding tax residency from certain ECF Securityholders to ensure that an amount is not required to be withheld and remitted to the ATO.

8.4 GST

ECF Securityholders should not be liable to GST in respect of a disposal of their ECF Securities.

ECF Securityholders may be charged GST on costs (such as adviser fees) that relate to their participation in the Offer.

ECF Securityholders may be entitled to input tax credits or reduced input tax credits for such costs, but they should seek independent GST advice in relation to their individual circumstances.

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9 Additional information

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9.1 Interests and dealings in ECF Securities

As at the date immediately preceding the date of this Target's Statement, the number of ECF Securities in which each Director has a Relevant Interest is set out in the table below.

Director	ECF Securities
Ian Mackie	–
Tony Fehon (Director and appointed as Interim Managing Director on 9 September 2024)	138,858
Su Kiat Lim	–
Karyn Baylis	32,143
Kathy Ostin	–

There have been no acquisitions or disposals of ECF Securities by any Director in the four months ending on the day preceding the date of this Target's Statement.

9.2 Issued Capital

As at the date immediately preceding the date of this Target's Statement, ECF's issued capital consisted of 407,002,325 ECF Securities.

9.3 Potential effect of the Offer on ECF's key contracts

ECF and certain of its Related Bodies Corporate are party to certain contracts containing 'change of control' and other default provisions which may be triggered as a result of, or as a result of acceptances of, the Offer. Key contracts to which ECF is a party, or which involve ECF assets, and a summary of the relevant change of control provisions, are set out below.

(a) Leases

EFML, Elanor Investments Nominees Pty Limited ACN 602 165 971, and an independent trustee company, The Trust Company (Australia) Limited ACN 000 000 993 (the **Landlords**), are parties to certain Key Leases involving assets owned by the Fund. In some cases, the Landlords are party to the Key Leases in their capacity as trustee for the relevant trust which owns the individual asset.

The Key Leases do not contain any change of control, rights of first refusal or other tenant termination rights which will be triggered if Lederer obtains control of greater than 50% of ECF Securities and/or if EFML is replaced as Responsible Entity of either or both of ECF I and ECF II.

Certain of the Key Leases contain provisions which require the Landlord, on transfer of the relevant interest in the property or lease, to procure that the transferee enters into a deed, or covenants to, be bound by the Landlord's obligations under the lease. The deed or covenant is required to be in a form which is reasonably satisfactory to the relevant tenant.

These clauses may be triggered if the Bidder exercises its stated intentions to procure that the trustee of any trust that is a Controlled Entity of ECF is replaced with a new trustee nominated by the Bidder. To the knowledge of ECF as at the Last Practicable Date, Lederer has not engaged with the Landlords or the tenants of these leases in respect of an applicable deed or covenant.

(b) Financing agreements

The current financing arrangements for the Funds contain customary events of default which would be triggered if EFML were replaced as Responsible Entity of ECF or the Bidder becomes entitled to hold, exercise or control 50% or more of ECF's Securities.

Accordingly, several event of default provisions in ECF's borrowing arrangements may be triggered if the Bidder acquires a Relevant Interest in more than 50% of ECF Securities and/or is successful in implementing its stated intention to replace EFML as Responsible Entity of ECF, without the prior written consent of the lenders. The occurrence of an Event of Default permits a lender to cancel Commitments and accelerate the repayment of amounts outstanding.

Lederer has stated that it intends to work with the Responsible Entity of ECF and ECF's external financier to request a consent to or waiver of any change of control event, arising as a consequence of the Offer, which triggers an event of default and acceleration of debt obligations under its financing arrangements.

(c) Management Agreements

EFML (as Responsible Entity for ECF I and ECF II) and the Manager are parties to:

(i) the Investment Management Agreement dated 6 November 2019; and

(ii) the Property Management Agreement dated 6 November 2019, (together, the **Management Agreements**).

Each party to the Management Agreements has termination rights in respect of a Change of Control, which comprises:

(i) Control of the ability to remove a Trustee (EFML);

(ii) Control of the composition of the board of directors of a Trustee;

(iii) Control of more than half the voting rights attaching to shares in a Trustee;

(iv) Control of more than half the issued shares of the Trustee;

(v) Control of more than half the voting rights attaching to Stapled Securities;

(vi) Control of more than half the Stapled Securities;

(vii) the Trustee ceasing to be the trustee of ECF I or ECF II (as applicable) or ceasing to be the sole trustee of ECF I or ECF II (as applicable) (unless the replacement or additional trustee is Elanor Investment Fund ARSN 169 450 926 or Elanor Investors Limited ABN 33 169 308 187 or a Controlled Entity); or

(viii) the winding up of the Stapled Entities being commenced for any reason.

In this section 9.3(c):

- **Control** has the meaning given to it in the Corporations Act, with any necessary modifications in respect of entities incorporated outside of Australia;
- **Trustee** means EFML as trustee for ECF I or ECF II (as the context requires);
- **Stapled Entities** means ECF I and ECF II (and any other entity whose securities are stapled to those entities); and
- **Stapled Securities** means a security of each Stapled Entity.

In the context of the Offer, it may be a Change of Control under the Management Agreements if the Bidder acquires greater than 50% of ECF's Securities or if EFML is replaced as Responsible Entity of ECF. In those circumstances:

(i) EFML may terminate the Management Agreements on 90 days' notice; or

(ii) the Manager may terminate the Management Agreements immediately.

In either of the above circumstances, termination of the Management Agreements for Change of Control would result in a compensation payment being payable to the Manager of an amount equal to two years of management fees (in respect of the Investment Management Agreement) and two times the fees paid in the prior 12 months (in respect of the Property Management Agreement), assessed as at the date of the termination of the Management Agreements.

Lederer has stated that it expects the amount payable in respect of a termination of the Investment Management Agreement to be approximately $6 million. ECF notes that management fees paid under that agreement for the years ending 30 June 2025 and 30 June 2024 were $3,038,000 and $2,945,000, respectively.

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9 Additional information continued

The relevant fees paid under the Property Management Agreement for the years ending 30 June 2025 and 30 June 2024 were $2,502,655 and $2,057,543 respectively.

ECF Securityholders should note that Lederer has not disclosed an intention to seek to have the Responsible Entity of ECF terminate the Property Management Agreement.

Lederer has stated that it has sought to engage with Elanor regarding an implementation agreement, which would replace the Manager's entitlement to any compensation amount.

(d) Joint venture and co-ownership arrangements

Elanor Investment Nominees Pty Ltd ACN 602 195 971 (**EIN**) as trustee for the Harris Street Equity II (a sub-trust of ECF) holds 43,463,000 units (49.9%) in the Harris Property Trust ABN 89 716 817 927, which owns the 19 Harris Street property (the **Harris Street Fund**) along with various other wholesale and institutional investors.

In addition to its interest in the Harris Street Fund, EIN (in its capacity as trustee for the Harris Street Equity Trust II) holds 38,313 (95.78%) of capital notes issued by VIA III Harris Property T Pty Ltd ACN 628 876 371 in its capacity as trustee of the Harris Property Trust as part of a capital notes fundraising offer undertaken in 2024 (the **Capital Notes**).

The Capital Notes owned by EIN and other participants in the fundraising round are held by EFML as the Note Trustee of the Harris Street Note Trust.

The Bidder has stated its intentions to procure that the trustee of any trust that is a Controlled Entity of ECF is replaced with a new trustee nominated by the Bidder. This may include replacing EIN as the trustee of the Harris Street Equity Trust II. Once replaced, given EIN's proportion of the Capital Notes, the replacement trustee would have a sufficient interest to pass a resolution replacing EFML as the trustee of the Note Trust.

Under the constituent documents of the Note Trust, debt facility for the Harris Street Fund and subordination deed between EFML and Harris Street Fund's financier, the Bidder would need to obtain the prior written consent of the Harris Street Fund's financier to replace EFML as the Note Trustee, and the replacement trustee would need to enter into replacement subordination documentation with the financier in a form which is satisfactory to the financier.

To date, the Bidder has not expressed an intention to replace the Note Trustee or to engage with the Harris Street Fund's financier with respect to the Offer.

9.4 Material litigation

As at the Last Practicable Date, other than as expressed elsewhere in this Target's Statement, ECF is not aware of any material disputes or litigation being undertaken, commenced or threatened against ECF or ECF's controlled sub-trusts.

9.5 Consents

The following parties have given, and have not withdrawn before the lodgement of this Target's Statement with ASIC, their written consent to be named in this Target's Statement in the form and context in which they are so named and to the inclusion of statements attributable to them in the form and context in which they appear:

(a) Elanor Investors Group, being named in this Target's Statement as Manager of ECF and controller of the Responsible Entity of ECF;

(b) Kroll, to being named in this Target's Statement as Independent Expert;

(c) Arnold Bloch Leibler, to being named in this Target's Statement as Australian legal advisers to ECF;

(d) Ord Minnett Corporate Finance, to being named in this Target's Statement as financial adviser to ECF; and

(e) Computershare Investor Services Pty Limited, to being named in this Target's Statement as ECF's unit registry.

None of these persons have caused or authorised the issue of this Target's Statement, nor makes or purports to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based or takes any responsibility for any part of this Target's Statement, other than any reference to its name.

Kroll has given and has not withdrawn its consent to be named in this Target's Statement and to the inclusion of the Independent Expert's Report in Attachment C to this Target's Statement and to the references in this Target's Statement being made in the form and context in which each such reference is included.

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9.6 ASIC modifications

ASIC has published various instruments which modify the Corporations Act, and provide exemptions to certain provisions of the Corporations Act, including those in Chapter 6. These instruments apply generally to all persons, including ECF.

Amongst others, ECF has relied on *ASIC Corporations (Takeover Bids) Instrument 2023/683*, which permits this Target's Statement to include or be accompanied by statements which are made in documents lodged with ASIC or ASX, without the consent of the parties making those statements. Provided this Target's Statement fairly represents such statements, the consent of the parties making those statements is not required for, and those parties have not consented to, the inclusion of such statements in this Target's Statement.

ECF Securityholders may, during the Offer Period, obtain a copy of the documents (free of charge) in which the aforementioned statements appear (or in which statements based on those statements appear, as the case may be), or the relevant part(s) of any of those documents. ECF will provide a copy of the documents referred to above within 2 Business Days of a request made by an ECF Securityholder. To make a request, please contact the ECF Securityholder Information Line on 1300 255 218 (within Australia) or +61 2 9066 4084 (outside Australia) between 9:00am and 5:00pm (Sydney time), Monday to Friday (excluding public holidays). Please note that calls to this number may be recorded.

In addition, as permitted by *ASIC Corporations (Consents to Statements) Instrument 2016/72*, this Target's Statement may include or be accompanied by statements fairly representing a statement by an official person, or statements from a public official document or a published book, journal or comparable publication.

9.7 No other material information

This Target's Statement is required to include all information that ECF Securityholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

(a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Target's Statement; and

(b) only if the information is known to any of the Directors.

The Directors are of the opinion that the information that ECF Securityholders and their professional advisers would reasonably require to make an informed assessment of whether to accept the Offer is the information contained in:

(a) the Replacement Bidder's Statement (to the extent that the information is not inconsistent with or superseded by information in this Target's Statement);

(b) ECF's releases to ASX before the date of this Target's Statement;

(c) documents lodged by Lederer with ASIC before the date of this Target's Statement (which the Directors understand is limited to the Bidder's Statement and the Replacement Bidder's Statement); and

(d) this Target's Statement.

The Directors have assumed, for the purposes of preparing this Target's Statement, that the information contained in the Replacement Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, the Directors do not take any responsibility for the contents of the Replacement Bidder's Statement and are not to be taken as endorsing, in any way, any or all of the statements contained in it.

In deciding what information should be included in this Target's Statement, the Directors have had regard to:

(a) the nature of the ECF Securities;

(b) the nature of ECF;

(c) the matters which ECF Securityholders may reasonably be expected to know;

(d) the fact that certain matters may reasonably be expected to be known to their professional advisers; and

(e) the time available to ECF to prepare this Target's Statement.

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10 Dictionary

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10.1 Definitions

In this document, unless the context requires otherwise:

Additional Distribution	has the meaning given in section 4.2.
Announcement Date	means 4 August 2025.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given under Division 2 of the Corporations Act.
ASX	means ASX Limited (ABN 98 008 624 691) or, as the financial market, the Australian Securities Exchange, where the context requires.
ATO	means the (Federal) Commissioner of Taxation or the Australian Taxation Office.
Attachment	means an attachment to this Target's Statement.
Bid Period	means 20 August 2025 to the close of the Offer.
Bidder's Statement	means the bidder's statement dated 20 August 2025 prepared by Lederer in respect of the Offer.
Board	means the board of Directors of EFML.
Business Day	means a day on which banks are open for general banking business in Sydney (not being a Saturday, Sunday or public holiday in that place).
Capital Notes	has the meaning given in section 9.3.
CGT	means the Australian income tax regime that determines and imposes tax, commonly referred to as capital gains tax, on capital gains.
CHESS	means the Clearing House Electronic Subregister System operated by ASX.
Comparable Transactions	has the meaning given to it in section 1.1.
Control	has the meaning given under section 50AA of the Corporations Act.
Controlled Entity	means an entity directly or indirectly Controlled by the relevant entity.
Corporations Act	means the *Corporations Act 2001 (Cth)* and any regulations made under, and modifications made in respect of that Act.
Court	means a court of competent jurisdiction under the Corporations Act.
Directors or ECF Directors	means the directors of ECF.
EAS or the Manager	means Elanor Asset Services Pty Limited (ACN 614 679 622).
EBITDA	means earnings before interest, taxes, depreciation, and amortisation.
ECF or the Fund	means Elanor Commercial Property Fund I and Elanor Commercial Property Fund II.
ECF Group	means ECF I and ECF II, and their Controlled Entities and **ECF Group Member** means any one of them.
ECF I	Elanor Commercial Property Fund I (ARSN 636 623 099).
ECF II	Elanor Commercial Property Fund II (ARSN 636 623 517).
ECF IBC	means the Independent Board Committee established by ECF to consider the Offer, comprising Ian Mackie and Kathy Ostin.
ECF Security	means a stapled security in ECF, comprising a unit in ECF I and a unit in ECF II.
ECF Securityholder	means a registered holder of ECF Securities.
ECF Securityholder Information Line	means the information line established by ECF to answer questions from ECF Securityholders about the Offer.
EFML	means Elanor Funds Management Limited (ACN 125 903 031) as Responsible Entity for ECF.
EIN	means Elanor Investment Nominees Pty Ltd (ACN 602 195 971).

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Elanor	means Elanor Investors Limited (ACN 169 308 187).
Elanor Group Member	has the meaning given in the Replacement Bidder's Statement.
Elanor Investors Group	means Elanor Investors Group (ASX:ENN), comprising Elanor Investors Limited (ACN 169 308 187) and Elanor Investment Fund (ARSN 169 450 926) and, where the context requires, each of their Controlled Entities.
Elanor Board Committee Directors	has the meaning given in section 1.8.
Evolution Trustees	means Evolution Trustees Limited (ABN 29 611 839 519) AFSL 486217.
FFO	means funds from operations.
FY	means a financial year ending 30 June.
GST	means goods and services tax.
Harris Street Fund	means the Harris Property Trust (ABN 89 716 817 927).
Insolvency Event	means, in relation to an entity: (a) the entity resolving that it be wound up or a court making an order for the winding up or dissolution of the entity; (b) a Controller (as defined in the Corporations Act), liquidator, provisional liquidator, administrator, receiver, receiver and manager or other insolvency official being appointed to the entity or in relation to the whole, or a substantial part, of its assets; (c) an application is made to a court, a meeting is convened or a resolution is passed for the entity to be wound up or dissolved or for the appointment of a Controller (as defined in the Corporations Act), liquidator, provisional liquidator or administrator to the entity of any of its assets; (d) the entity seeks or obtains protection from its creditors under any statute or any other law; (e) the entity executing a deed of company arrangement; (f) the entity ceases, or threatens to cease to, carry on substantially all the business conducted by it as at the date of this deed; (g) the entity is or becomes unable to pay its debts when they fall due, is insolvent within the meaning of the Corporations Act (or, if appropriate, legislation of its place of incorporation) or is otherwise presumed to be insolvent under the Corporations Act or any analogous circumstances arises under any other statute or law; or (h) the entity being deregistered as a company or otherwise dissolved (whether pursuant to Chapter 5A of the Corporations Act or otherwise), or any other like event, matter or circumstance occurring in relation to an entity in another jurisdiction.
Investment Management Agreement	means the investment management agreement dated 6 November 2019 between EFML (as Responsible Entity for ECF I and ECF II) and EAS (as amended).
June Distribution	has the meaning given in section 4.2.
Key Lease	means any lease which represents greater than 9% of the net lettable area of any property owned by the Fund, except for the leases at the 50 Cavill property where it means any lease which represents greater than 4% of the net lettable area of that property.
Kroll or Independent Expert	means Kroll Australia Pty Ltd (ACN 116 738 535).
Last Practicable Date	means 24 September 2025, being the last practicable trading date on ASX prior to finalisation of this Target's Statement.
LDR Capital	LDR Capital Pty Ltd (ACN 684 831 196).
Lederer or the Bidder	means LDR Assets Pty Ltd (ACN 689 671 396) as trustee for the LDR Assets Trust.
Lederer Group	means Lederer and its Related Bodies Corporate.
Lederer Group Member	means the applicable member of the Lederer Group.
Lederer Family Office	has the meaning given in the Replacement Bidder's Statement.
Listing Rules	means the official listing rules of ASX as amended or varied from time to time.
NTA	means net tangible asset backing per security.
Offer	means the off-market takeover offer by Lederer for ECF Securities under the terms and conditions contained in Schedule 1 of the Replacement Bidder's Statement.

10 Dictionary continued

Offer Period	means the period during which the Offer will remain open for acceptance in accordance with the terms and conditions of the Replacement Bidder's Statement.
Offer Price	means the price offered for ECF Securities under the Offer, being $0.70 cash for each ECF Security.
Offer Terms	means the terms of the Offer, as set out in Schedule 1 of the Bidder's Statement.
Register	means the register of ECF Securityholders maintained by ECF in accordance with the Corporations Act.
Register Date	means 7:00 pm (Sydney time) on 25 August 2025, being the date set by Lederer under section 633(2) of the Corporations Act.
REIT	means Real Estate Investment Trust.
Related Body Corporate	has the meaning given in section 50 of the Corporations Act.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
Responsible Entity	has the meaning given in the Corporations Act.
Replacement Bidder's Statement	means the replacement bidder's statement dated 10 September 2025 prepared by Lederer in respect of the Offer.
September Distribution	has the meaning given in section 1.6.
Target's Statement	means this document, including the Independent Expert's Report and all other Attachments to this document.
Term Sheet	has the meaning given to it in section 7.3.
VWAP	means Volume Weighted Average Price.
WACR	means Weighted Average Capitalisation Rate.
WALE	means Weighted Average Lease Expiry.
Your ECF Securities	means, subject to clause 7.1 of Schedule 1 of the Replacement Bidder's Statement, the ECF Securities: (a) of which you are registered or entitled to be registered as the holder in the Register on the Register Date; or (b) to which you are able to give good title at the time you accept the Offer during the Offer Period.

10.2 Interpretation

(a) Unless otherwise specified, words and phrases have the meaning given in the Corporations Act.

(b) Where a term is defined, its other grammatical forms have a corresponding meaning.

(c) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.

(d) Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.

(e) The singular includes the plural and vice versa.

(f) Words importing any gender include all genders.

(g) A reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate.

(h) Unless otherwise specified, a reference to a section or paragraph is to a section of or paragraph in this Target's Statement.

(i) Unless otherwise specified, a reference to time is a reference to the time in Sydney, Australia.

(j) Unless otherwise specified, a monetary amount is in Australian dollars.

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11 Approval of this Target's Statement

This Target's Statement has been approved by a resolution passed by the ECF IBC, acting with delegated authority from the Board.

Signed for and on behalf of ECF by:



Ian Mackie

Independent Chair of the ECF IBC

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Attachment A – ASX Announcements

The following table lists the announcements made to ASX by ECF over the period between 4 August 2025 (the date of announcement of the intention to make the Offer by Lederer) and the Last Practicable Date.

Date	Title
4 August 2025	Takeover offer for ECF
4 August 2025	Off-market Takeover Offer
6 August 2025	Change in substantial holding
7 August 2025	Unsolicited Off-market Takeover Offer
20 August 2025	Pause in Trading
20 August 2025	Off-market takeover bid – Bidder's statement
20 August 2025	Change in substantial holding
21 August 2025	ECF Recommends Rejection of Lederer Group Takeover Offer
21 August 2025	ECF FY25 Results and Investor Briefing
26 August 2025	Annual Financial Report for FY ended 30 June 2025
26 August 2025	FY25 Results Announcement
26 August 2025	Update – Dividend/Distribution – ECF
26 August 2025	FY25 Results Presentation
26 August 2025	Correction to Announcement – Appendix 4E
2 September 2025	Becoming a substantial holder
3 September 2025	TOV: ECF Panel Receives Application
8 September 2025	ECF IBC Recommends Rejection of Lederer Group Takeover Offer
10 September 2025	TOV: ECF Panel Declines to Conduct Proceedings
10 September 2025	Pause in Trading
10 September 2025	Replacement bidder's statement (clean)
10 September 2025	Replacement bidder's statement (markup)
11 September 2025	Replacement bidder's statement – Commencement of dispatch
11 September 2025	Takeover offer declared unconditional
12 September 2025	Replacement bidder's statement – Completion of dispatch
16 September 2025	Change in substantial holding
17 September 2025	Change in substantial holding
19 September 2025	Dividend/Distribution – ECF
19 September 2025	Forecast Q1FY26 Result
19 September 2025	Change in substantial holding

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Attachment B – Corporate Directory

Elanor Commercial Property Fund I
ARSN 636 623 099

Elanor Commercial Property Fund II
ARSN 636 623 517

Responsible Entity
Elanor Funds Management Limited
ABN 39 125 903 031
AFSL 398196

Board of Directors of the Responsible Entity
Ian Mackie (Independent Non-Executive Chair)
Tony Fehon (Interim Managing Director)
Su Kiat Lim (Non-Independent Non-Executive Director)
Karyn Baylis AM (Independent Non-Executive Director)
Kathy Ostin (Independent Non-Executive Director)

Secretary of the Responsible Entity
Elanor Funds Management Limited
Symon Simmons

Registered Office of the Responsible Entity
Elanor Funds Management Limited
Level 38
259 George St
Sydney NSW 2000

Legal Advisers
Arnold Bloch Leibler
Level 24, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Financial Advisers
Ord Minnett Corporate Finance
Level 18, Grosvenor Place
225 George St
Sydney NSW 2000

Unit Registry
Computershare Investor Services Pty Limited
Level 4
44 Martin Place
Sydney NSW 2000

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Attachment C – Independent Expert's Report

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Kroll Australia Pty Ltd
Level 32, 85 Castlereagh St
Sydney NSW 2000
www.kroll.com

Ph: (02) 8286 7200
ABN: 73 116 738 535

The Independent Directors
Elanor Funds Management Limited as the responsible entity of Elanor Commercial Property Fund I and Elanor Commercial Property Fund II
Level 38
259 George Street
Sydney NSW 2000

26 September 2025

Dear Independent Directors

Part One – Independent Expert's Report

1 Introduction

On 20 August 2025, Elanor Funds Management Limited (**EFML**), in its capacity as the responsible entity of the Elanor Commercial Property Fund I and Elanor Commercial Property Fund II (**ECF** or the **Fund**), received an off-market takeover offer from LDR Assets Pty Ltd (**Lederer**) as trustee for the LDR Assets Trust. Lederer and the LDR Assets Trust form part of the Lederer Family Office (together, the **Lederer Group** or **Bidder Group**). The offer is to acquire all of the stapled securities in ECF (**ECF Securities**) that it does not currently own, for $0.70 cash (**Offer Price**) per ECF Security (the **Offer**).

The bidder's statement was lodged with the Australian Securities and Investments Commission (**ASIC**) and released to the ASX on 20 August 2025 (**Bidder's Statement**). A replacement bidder's statement dated 10 September 2025 was lodged with ASIC on 10 September 2025 and dispatched to holders of ECF Securities (**ECF Securityholders**) on 11 September 2025 (**Replacement Bidder's Statement**).

The Offer Price will not be adjusted for the distribution of 1.875 cents per ECF Security declared for the quarter ending 30 June 2025 (announced to the Australian Securities Exchange (**ASX**) on 23 June 2025 and paid on 1 September 2025) (the **June Distribution**). It will, however, be adjusted by the amount or value of any distributions declared or paid to ECF Securityholders following 4 August 2025 (each an **Additional Distribution**).

An overview of the Offer is provided in Section 5.1 of this report, and full details of the Offer are included in the Bidder's Statement and in the target's statement issued by ECF, in which this report is contained (**Target's Statement**). Unless withdrawn or varied, the Offer is open for acceptance from 11 September 2025 until 7:00pm (Sydney time) on 13 October 2025 (**Offer Period**).

On 11 September 2025, the Offer was declared unconditional.

ECF is an externally managed Australian real estate investment trust (**A-REIT**) that invests in Australian commercial office assets. As at the date of this report, ECF held interests in nine commercial office properties located in major metropolitan areas and established commercial precincts. EFML is the

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responsible entity of ECF and has entered into an Investment Management Agreement and Property and Development Management Agreement with Elanor Asset Services Pty Limited (**EAS** or the **Manager**), who is the manager of ECF.[1] As at 1 August 2025, the last trading day prior to the announcement by ECF that the Lederer Group intended to make the Offer, ECF had a market capitalisation of $270.7 million.[2]

The Lederer Group is the Lederer Family Office, established by its Chairman, Paul Lederer. Founded in the 1970s, it has grown from a single butcher in Western Sydney to over $3 billion in assets invested across multiple asset classes. The Lederer Group held a 31.60% relevant interest in ECF Securities as at 17 September 2025.

The Board of EFML has established an Independent Board Committee (**IBC**) to oversee the response to the Offer and adopted protocols to manage any potential conflicts of interest that may arise between the interests of Elanor and ECF Securityholders. The IBC is comprised of Ian Mackie and Kathy Ostin, each of whom is an Independent Director.

The Independent Directors recommend that ECF Securityholders reject the Offer.

In order to assist ECF Securityholders in assessing the Offer, the Independent Board Committee has appointed Kroll Australia Pty Ltd (**Kroll**) to prepare an independent expert's report setting out whether, in our opinion, the Offer is fair and reasonable to ECF Securityholders other than Lederer Group ('non-associated ECF Securityholders') in the absence of a superior proposal. This report sets out Kroll's opinion as to the merits or otherwise of the Offer and will be included in the Target's Statement prepared by EFML to be sent to ECF Securityholders in response to the Offer.

Further information regarding Kroll, as it pertains to the preparation of this report, is set out in Appendix 1.

Kroll's Financial Services Guide is contained in Part Two of this report.

2 Scope of report

Section 640 of the Corporations Act states that a target's statement made in response to a takeover offer for securities in an Australian listed entity must include, or be accompanied by, an independent expert's report if at the time the bidder's statement is sent to the target:

- the bidder's voting power in the target is 30% or more; or
- where the parties to the transaction have common directors.

In the case of the Offer, an independent expert's report is not legally required. Even where an independent expert's report is not required by the law, however, it is common practice for Directors to commission one in order to provide securityholders with information that is material to their decision whether to accept or reject the Offer.

In undertaking our work, we have referred to guidance provided by ASIC in its Regulatory Guides, in particular Regulatory Guide 111 'Content of expert reports' (**RG 111**), which outlines the principles and matters which it expects a person preparing an independent expert's report to consider and Regulatory Guide 112 'Independence of experts' (**RG 112**).

Further details of the relevant technical requirements and the basis of assessment in forming our opinion are set out in Section 6 of this report.

[1] EFML and EAS are controlled entities of Elanor Investors Group (ASX:ENN) (**Elanor**). Elanor is an ASX-listed real estate fund manager with $5.9 billion of real estate investments across Australia and New Zealand as at 30 June 2024. It comprises Elanor Investors Limited and Elanor Investment Fund.

[2] Calculated as the closing price of ECF Securities of $0.665 multiplied by 407,002,325 ECF Securities on issue.

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3 Opinion

3.1 Background

ECF is an externally managed A-REIT that invests in commercial office assets. It aims to deliver risk-adjusted returns to ECF Securityholders through a combination of regular distributions and long-term capital growth, achieved by investing in office assets with differentiated competitive market positions located in metropolitan areas or established commercial precincts.

Since 2021, the Australian office sector has been navigating a highly challenging operating environment in the wake of the COVID-19 pandemic. Trends in office net absorption have been uneven across different geographical markets. In many Australian cities, including the Melbourne CBD and Sydney CBD office markets, utilisation remains structurally lower than pre-pandemic levels primarily due to hybrid and remote working practices, with vacancy rates increasing materially and demand slower to recover than anticipated.[3] In these markets, leasing incentives remain elevated and net effective rental growth has been subdued up until relatively recently. In contrast, other markets, including the Brisbane CBD and surrounding areas, have remained relatively resilient throughout this period due to stronger demand, as evidenced by strong increases in net effective rents.[4]

At the same time, rising interest rates from mid-2022 placed upward pressure on discount rates and capitalisation rates, resulting in falling asset values across the sector. Peak to trough, forecasts indicate that Australian CBD prime mid-point yields will soften by approximately 195 basis points from 5.06% in Q2 2022 to a cyclical peak of 7.01% in 2025.[5] Australian CBD office property capital values have fallen by an average of 18% for prime assets,[6] with falls greater than 25% not uncommon for lower grade or fringe assets, of which ECF's portfolio is mostly comprised.[7] In this respect, there has been a 'flight to quality' and a 'flight to centrality', with higher quality and centrally located asset values proving more resilient. [8] For A-REITs, higher gearing, increased financing costs and tighter credit availability have further constrained balance sheet flexibility and raised the cost of new capital. This operating environment has resulted in a weakened investor appetite for office assets, with listed office A-REITs trading at persistent and often wide discounts to net tangible assets (**NTA**).

Despite this operating environment, ECF has exhibited relative resilience compared to its office-focused peers. While its portfolio is of more modest scale and quality relative to larger A-REITs, it has characteristics that have supported this performance. It has a meaningful weighting to South East Queensland, where demand has been stronger than in the major southern CBD markets and capitalisation rate expansion has been milder.[9] Additionally, ECF has delivered distribution yields consistently above those of office A-REIT peers, which has supported ECF Securities to trade at relatively narrower discounts to NTA (refer to Section 7.10.3 of this report for further analysis).

ECF, however, has not been immune to the downturn in asset values, with the value of its investment properties declining in absolute terms. In this respect, ECF's property values have declined by approximately 18.7% between 30 June 2022 and 30 June 2025, contributing to a 26.3% decline in NTA. NTA per ECF Security has declined by approximately 42.5% over the same period, with the decline in NTA further compounded by the effects of an equity raise of approximately $52 million at $0.58 completed in October 2024, which saw the Lederer Group increase its relative interest in ECF from approximately 14.76% to approximately 25.74%.[10]

Looking forward, multiple independent market commentators suggest that Australian office valuations are at or near cyclical lows (refer to Section 3.4.2 of this report for further details). Central bank policy rates and government bond yields appear to have peaked and have begun to moderate, with further reductions expected over the next 12 to 18 months. Historically, such turning points have preceded stabilisation and, ultimately, compression in discount rates and capitalisation rates. Various industry reports also point to early

[3] Cushman and Wakefield Australian Office Outlook 2025.
[4] JLL, Brisbane CBD Office Market Report Q2 2025 and Brisbane Near City Office Market Report Q2 2025.
[5] JLL, Australia National Office Overview and Outlook Q2 2025.
[6] Oxford Economics, - investors well placed for office upswing in Australia, 15 May 2025.
[7] Australian Financial Review, When will office tower values stop falling?, 11 December 2024
[8] Cushman and Wakefield Australian Office Outlook 2025.
[9] JLL, Australia National Office Overview and Outlook Q2 2025.
[10] ECF ASX Release, Successful Completion of Entitlement Offer, 29 October 2024.

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signs of positive absorption[11] and re-leasing momentum as well as improvements in yields, particularly in Sydney, Brisbane and selected fringe markets. These reports also forecast further incremental tightening of yields from 2026.[12] At the same time, new office supply is expected to remain constrained. Elevated construction costs, higher financing costs, and limited feasibility for new projects given weak leasing demand, indicate that new supply will likely remain modest. Over time, this supply and demand imbalance is likely to contribute to improve occupancy and provide support for rental growth.

For ECF, these dynamics present an opportunity. Its weighting to South East Queensland positions it in one of the stronger markets nationally, where rental growth has been higher and net absorption more robust than in Sydney or Melbourne. However, there are significant near-term lease expiries at Garema Court, while WorkZone West has substantial vacancy from a significant lease expiry in August 2025. If leasing outcomes are not achieved, the potential benefits of an improving macroeconomic environment could be offset by weaker asset-level performance. In addition, the recovery in sub-prime and fringe CBD assets has historically lagged those of prime CBD assets.

Although the timing and magnitude of recovery remains uncertain, there is material evidence that prime office property valuations are at or near cyclical lows, with scope for recovery over the medium term. This cyclical context is a critical consideration for ECF Securityholders in assessing the Offer, as it frames the balance between near-term risks and potential medium-term upside.

It is in this context that we have assessed the Offer.

3.2 Summary of opinion

In our opinion the Offer is neither fair nor reasonable to non-associated ECF Securityholders.

In arriving at this opinion, we have assessed whether the Offer is:

- **fair**, by comparing the Offer Price to our assessed value of an ECF Security on a controlling interest basis. This approach is in accordance with the guidance set out in RG 111; and
- **reasonable**, by assessing the implications of the Offer for non-associated ECF Securityholders, the alternatives to the Offer that are available to ECF, and the consequences for non-associated ECF Securityholders of not accepting the Offer.

We have assessed the value of an ECF Security on a controlling interest basis to be in the range of $0.73 to $0.75. As the Offer Price of $0.70 falls below our assessed value range for an ECF Security, the Offer is not fair.

Our valuation of an ECF Security is based on the net assets approach. The net assets approach is appropriate for ECF as its value lies in its underlying properties. The values derived from a net assets approach are on a controlling basis, which is consistent with the requirements of RG 111. In addition, we have considered cost savings that would generally be available to a pool of hypothetical acquirers.

The values derived from a net assets approach are not necessarily consistent with the prices at which ECF Securities are expected to trade on the sharemarket. The prices at which ECF Securities trade on the sharemarket reflect minority parcels of ECF Securities, anticipated future movements in property valuations and also expectations as to the level of distributions.

The range of values is narrow (approximately 2.7%), reflecting that the property values, which comprise the majority of the value, represents the single-point fair value as at 30 June 2025 (and 31 August 2025 for 19 Harris Street, Pyrmont, New South Wales (**NSW**) (**19 Harris Street**)).

Our analysis of the fairness of the Offer is detailed further in Section 3.3 of this report.

In accordance with RG 111, an offer might be reasonable if, despite not being fair, the expert believes that there are compelling reasons for securityholders to accept the offer in the absence of any higher bid before the close of the offer. **Kroll is of the view that there are no compelling reasons that, despite not being fair, support a reasonable conclusion** and, in fact, there are a number of disadvantages associated with the Offer.

[11] Absorption is generally considered to represent the change in the total amount of occupied space over a given period, calculated by subtracting the space that became vacant from the space that was newly leased or occupied.

[12] See, for example, Cushman and Wakefield Australian Office Outlook 2025, JLL Australia National Office Overview and Outlook Q2 2025, KPMG Commercial Property Market Update 2025, Investa Inside Office Market Outlook 2025.

Attachment C – Independent Expert's Report continued

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In forming this view that there are no compelling reasons to support a reasonable conclusion, we have recognised that while the Offer is not fair on the basis that our assessed valuation range per ECF Security is greater than the Offer Price of $0.70, the difference is marginal.

As the difference is marginal, we consider it important to understand available evidence as to the likelihood of any future increase in ECF's property values and consequential potential benefit, recognising that by accepting the Offer ECF Securityholders will not participate in any such future growth. In this respect, multiple independent property market commentators broadly support the view that office valuations are at or near their cyclical lows, with stabilisation already evident and forecasts of tightening yields from 2026 (refer to Section 3.4.2 of this report for further details). Based on this evidence, we consider that there is relatively greater likelihood of upside in property values than downside over the medium term.

To understand any consequential potential benefit of movements in property values on the value per ECF Security, we have considered the sensitivity of our valuation range to hypothetical increases in ECF property portfolio values. The following table illustrates the sensitivity of our valuation range to a 5% and 10% uplift in underlying property values.

Sensitivity of Value per ECF Security to ECF's Property Values

	Mid-point of Valuation	+5%	+10%
Investment property value ($ millions)	495.3	520.0	544.8
Value per ECF Security	**$0.74**	**$0.80**	**$0.86**
% increase in property portfolio value	-	5.0%	10.0%
% increase in value per ECF Security	**-**	**8.1%**	**16.2%**

Source: Kroll analysis.

Our analysis indicates that the value per ECF Security is highly sensitive to movements in property values given ECF's gearing, with a 5.0% uplift in property values translating to an 8.1% increase in value per ECF Security. For context, a 5.0% increase in property values is broadly consistent with a 25 basis point reduction in capitalisation rates. However, we note that these movements would be equally as sensitive to a decrease in property values.

Accordingly, if property values were to rise in line with the market commentary that office valuations are at or near their cyclical lows, the gap between our assessed value per ECF Security and the Offer Price would widen materially (although the timing of an increase in values may take some time given ECF's that sub-prime and fringe asset values tend to lag in a recovery) and ECF Securityholders would benefit.

On the other hand, ECF Securityholders who do not accept the Offer will continue to be exposed to the risks facing the Fund, including leasing challenges, prolonged weakness in office property demand, and any further potential declines in asset values, earnings or distributions.

The other considerations that are relevant to an assessment of the reasonableness of the Offer include:

- the Offer provides a cash consideration that is certain in value, but which is less than the current trading price of ECF Securities. Since the announcement of the Offer on 20 August 2025, ECF Securities have consistently traded at or above the Offer Price. ECF Securityholders therefore presently have the option to realise the value of their ECF Securities through on-market sales at a price equal to or higher than the Offer Price (prior to brokerage costs), although this may not continue;
- the Offer Price represents a modest premium to ECF's undisturbed trading prices prior to the announcement of the Offer. We note that this premium is below and at the low end of those observed in precedent A-REIT transactions;
- in the absence of the Offer, it is reasonable to expect the trading price of ECF Securities would revert closer to pre-Offer levels, subject to company-specific announcements, broader office A-REIT sentiment, and equity market conditions that have occurred since the announcement of the Offer. In addition, if the Lederer Group was to exit its investment in ECF, it could materially depress the trading price of ECF Securities;
- the Lederer Group already has a significant stake in ECF (31.60% as at 17 September 2025), which provides it with blocking power of special resolutions and also affords it meaningful influence over strategic direction. This influence will increase if the Lederer Group increases its stake – considerably so in the event that it acquires an interest of 50.0% or greater which would allow it to pass ordinary resolutions, allowing for the replacement of the responsible entity and termination of the Manager

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(which may result in the payment of a termination penalty by ECF to the Manager, equal to 24 months of management fees (approximately $6.1 million[13]));

- the likelihood of a superior proposal emerging from a third party is low, considering the Lederer Group's existing stake. It is uncertain whether the Independent Directors will be able to extract a higher offer from the Lederer Group, however, we note that the Offer has not been declared as final, meaning there remains a possibility that Lederer Group may improve the terms of the Offer; and
- if ECF Securityholders do not accept the Offer and the Lederer Group increases its holding, there is a risk that trading in ECF Securities becomes illiquid, and the trading price may fall. It may be difficult for ECF Securityholders to sell their securities without impacting the security price. In certain circumstances, the Lederer Group may delist ECF Securities from the ASX, an intention that is stated in the Bidder's Statement, and that remaining securityholders would then hold securities in an unlisted public company. In addition, the Lederer Group has stated its intention to terminate the Investment Management Agreement with the Manager, which may result in the payment of a termination penalty by ECF to the Manager, (as referred to above), and replace the manager with LDR Capital Pty Ltd (**LDR Capital**) (an entity affiliated with the Lederer Group). We note that LDR Capiral does not have experience in managing or operating an ASX-listed A-REIT, however, we note that it currently manages five commercial office assets on behalf of the Lederer Group (refer to Section 6.4 of the Target's Statement and Section 3.5 of the Replacement Bidder's Statement for further details). Furthermore, any costs associated with the Offer will be borne by ECF Securityholders.

Other matters which ECF Securityholders should consider in assessing the Offer include:

- the Offer has no minimum acceptance condition; and
- the tax implications of the Offer.

Our analysis of the reasonableness of the Offer is detailed further in Section 3.4 of this report.

The decision to accept the Offer is a matter for individual ECF Securityholders based on their views as to value, expectations around future market conditions, as well as their particular circumstances, including investment strategy and portfolio, risk profile and tax position. If in doubt, ECF Securityholders should consult their own professional adviser regarding the action they should take in relation to the Offer.

3.3 The Offer is not fair

3.3.1 Valuation of ECF

In accordance with RG 111.11, fairness should be assessed by comparing the offer price with the value of the securities that are the subject of the offer. The comparison should be made:

- assuming a knowledgeable and willing, but not anxious buyer, and a knowledgeable and willing, but not anxious seller, acting at arm's length. Noting that while synergies that can only be achieved by one bidder should not be taken into account, synergies that are available to other bidders should be taken into account; and
- assuming 100% ownership of the 'target'. In this respect, the expert should not consider the percentage holding of the 'bidder' or its associates in the target when making this comparison. Rather, a bidder's pre-bid stake is relevant to the assessment of reasonableness.

Kroll has assessed the value of an ECF Security in the range of $0.73 to $0.75. Our range of assessed values considers ECF's audited NTA as at 30 June 2025 of $279.7 million (approximately $0.69 per ECF Security) as its starting point. Further adjustments have been made to derive a value per ECF Security as summarised as follows.

[13] Calculated assuming the date of termination of the Investment Management Agreement was 1 July 2025.

Attachment C – Independent Expert's Report continued

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Valuation of an ECF Security

	Section Reference	Valuation Range Low	Valuation Range High
Audited NTA as at 30 June 2025	**8.2.2**	**279.7**	**279.7**
Add:			
Change in valuation of 49.9% interest in 19 Harris Street	8.2.3	-	-
Stamp duty savings	8.2.4	17.1	17.1
Earnings from 1 July 2025 to 13 October 2025	8.2.5	12.1	12.3
Non realisable assets/(liabilities)(net)	8.2.7	1.6	1.6
Less:			
Capitalised corporate overheads (net of savings)	8.2.6	(13.7)	(6.0)
Derivatives mark-to-market movements	8.2.8	(0.2)	(0.2)
Adjusted NTA		**296.5**	**304.5**
Diluted number of ECF Securities on issue (millions)	7.9	407.0	407.0
Adjusted NTA per ECF Security		**$0.73**	**$0.75**
Premium/(discount) to Adjusted NTA per ECF Security	8.2.9	-%	-%
Value per ECF Security		**$0.73**	**$0.75**

Source: Kroll analysis
Note 1: Table may not add due to rounding.

The value per ECF Security represents the aggregate full underlying value of ECF. As it is based on estimates of the full underlying value of each property in the portfolio, it is already a 'control' value (i.e. it assumes 100% ownership of the assets). In arriving at this value, we have adjusted the audited NTA as at 30 June 2025 to reflect the stamp duty savings associated with acquiring a portfolio of properties through acquiring ECF Securities (rather than acquiring the individual property assets), for earnings generated to the close of the Offer Period to which securityholders would otherwise be entitled, for non-realisable assets/liabilities, for capitalised corporate overheads net of savings, and the mark-to-market value of derivatives. The range of values is narrow (approximately 2.7%), reflecting that the property values, which comprise the majority of the value, represents the single-point fair value as at 30 June 2025 (and 31 August 2025 for 19 Harris Street).

The assessed range of values of $0.73 to $0.75 per ECF Security represents:

- a premium to the closing price of ECF Securities on 1 August 2025 ($0.665) in the range of 9.8% to 12.8%; and
- a premium to the one-month VWAP to 1 August 2025 ($0.636) in the range of 14.8% to 17.9%.

With respect to these premiums, we note:

- the premium to the closing price of ECF Securities implied by the assessed range of values is at the low end of the range of the premiums to closing prices one day prior to announcements for transactions involving office A-REITS since 2012, which range between 9.4% and 24.1%; and
- the premium to one-month VWAP implied by the assessed range of values sits within the middle of the range of one-month VWAPs observed in transactions involving office A-REITS since 2012. As shown in Section 8.3.2 and Appendix 3 of this report, these range between 8.5% and 28.7%.

In forming our view as to the value of ECF Securities we have considered a series of factors including:

- ECF's audited NTA as at 30 June 2025, which we have used as the starting point of our analysis. This approach appropriately reflects the fair value of the underlying property assets, net of liabilities, on a control basis. In this regard, we have determined that ECF does not have other operating businesses (e.g. a funds management platform or development activities) that would not be fully captured in NTA;
- the stamp duty savings available to a hypothetical acquirer through acquiring ECF Securities rather than directly purchasing the underlying properties;
- retained earnings and distributions accrued during the Offer Period, which ECF Securityholders are entitled to in the absence of the Offer;

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- the capitalisation of corporate overheads, net of savings, to reflect ongoing fund-level costs net of costs that would likely be eliminated by an acquirer with an existing property funds management platform;
- whether a premium or discount to NTA is appropriate in the circumstances, having regard to:
  - discussions with ECF management and independent property valuers, as well as a review of the property valuations, transaction evidence, and leasing activity since 30 June 2025, which indicates no material uplift or decline relative to recent valuations;
  - consideration of whether ECF's property portfolio characteristics support any upside or downside to recent valuations. In this respect, we do not consider any additional portfolio or strategic value is present in ECF's property portfolio;
  - analysis of the possibility of synergies available to larger, more diversified A-REITs, which might warrant an additional premium to NTA. In this regard, we have previously considered overhead cost savings that may be available to an acquirer as part of the capitalisation of corporate overheads; and
  - implications for value as the office sector is at or near the bottom of the cycle, noting that while certain indicators suggest scope for recovery, the timing and magnitude of this recovery is uncertain and should not be reflected in our point-in-time valuation (rather than a value through-the-cycle). We do, however, recognise that ECF Securityholders should be aware that by exiting their investment in ECF, they will not participate in any future growth in the value of the property portfolio.

As a cross-check, we have compared the premium to NTA, forecast operating earnings (funds from operations (**FFO**))[14] multiples, and forecast distributions yields implied by our valuation to those observed in comparable A-REITs and in recent transactions involving A-REITs.

ECF Implied Multiples Cross-check

	Parameter (cents per ECF Security)	Valuation Range	
		Low	High
Value per ECF Security		$0.73	$0.75
Premium to audited NTA as at 30 June 2025	68.7¢	6.2%	9.1%
FY26 FFO multiple – mid-point of guidance	7.75¢	9.4x	9.7x
FY26 distribution yield – guidance	6.5¢	8.9%	8.7%

Sources: Kroll Analysis.

The range of implied metrics is consistent with the low end of the observed FFO multiples and the high end of observed distribution yields. This positioning likely reflects a combination of factors, including ECF's smaller scale relative to diversified peers, its pure office exposure (with no funds management platform), and portfolio characteristics such as a mix of A-Grade and B-Grade assets, some of which are located in fringe CBD or suburban markets while others are in areas that have been among the strongest performing office markets in Australia. The portfolio has a relatively short weighted average lease expiry (**WALE**) compared to larger Australian real estate investment trusts (**A-REITS**), with leasing incentives typical of office markets in the current environment. We note that it is common for smaller A-REITs to be priced by investors on a distribution yield basis (i.e. a required cash return) rather than on growth or earnings multiples.

As described earlier, on balance, and noting that ECF is a passive trust, we have not identified any factors that would justify an additional premium or discount to NTA in ECF's case.

[14] Funds from operations (FFO) is net income plus depreciation and amortisation plus other non-cash items less gains/(losses) on asset sales.

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3.3.2 Assessment of fairness

A comparison of our assessed value per ECF Security, on a control basis, to the consideration under the Offer is illustrated as follows.

Fairness Assessment ($)



Source: Kroll analysis.

As the Offer Price is below the low end of our range of assessed values per ECF Security, **the Offer is not fair**. However, with the Offer Price representing only a 4.1% discount to the low end of Kroll's valuation range, it is only marginally so. In this regard, ECF Securityholders will need to consider the reasonableness of the Offer and form their own view as to the relative merits of accepting the certainty of cash consideration under the Offer, compared to selling their ECF Securities on market at a higher price, or continuing to hold ECF Securities and being exposed to the potential opportunities and risks of an investment in ECF at this time.

On 19 September 2025, ECF declared the quarterly distribution for the quarter ending 30 September 2025 of 1.625 cents per ECF Security (the **September Distribution**). The record date for the September Distribution is 30 September 2025.

Our valuation is on the basis that in the absence of the Offer, ECF Securityholders are entitled to receive the value of any Additional Distributions plus retained earnings accrued to the close of the Offer Period on 13 October 2025. In all instances, the Offer Price is reduced by the amount of any Additional Distribution declared following the record date for that distribution. Accordingly, regardless of when an ECF Securityholder chooses to accept the Offer, the economic position remains the same in that they will either receive the Offer Price, or, the distribution plus the Offer Price net of that distribution.

In this respect, we note that our assessment of fairness has been made prior to the record date of the September Distribution, which would otherwise have the effect of reducing our assessed value per ECF Security. However, under the terms of the Offer, following the record date the Offer Price will be reduced by an equivalent amount. Accordingly, both sides of the assessment of fairness (i.e. Adjusted NTA per ECF Security and the Offer Price) would move in tandem, and as such we consider that the assessment of fairness is unaffected by the timing of distribution declarations. That is, it would not change our opinion that the Offer is not fair.

3.4 The Offer is not reasonable

In accordance with RG 111, an offer might also be reasonable if, despite not being fair, the expert believes that there are compelling reasons for securityholders to accept the offer in the absence of any higher bid before the close of the offer. Kroll is of the view that there are no compelling reasons that despite not being fair, the Offer is reasonable and, in fact, there are a number of disadvantages associated with the Offer. The considerations that are relevant to an assessment of the reasonableness of the Offer are set out as follows.

3.4.1 ECF Securityholders can currently sell their ECF Securities on the ASX for a price that is greater than the Offer Price

Since the announcement of the Offer on 20 August 2025, ECF Securities have consistently traded at or above the Offer Price of $0.70. The fact that ECF Securities have traded above the Offer Price potentially

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reflects market speculation that the Independent Directors will be able to extract a higher offer from the Lederer Group.

Trading in ECF Securities since 19 August 2025 to 24 September 2025



Source: S&P Capital IQ, Kroll analysis.

As a consequence, it is possible for ECF Securityholders to sell their ECF Securities on the ASX for a price that is greater than the Offer Price (before brokerage costs). However, this may not continue, as prices could revert closer to the Offer Price subject to further developments or if a superior proposal does not emerge.

3.4.2 By exiting their investment in ECF, ECF Securityholders will not participate in any future growth in the value of ECF's properties

We note that while our opinion is that the Offer is not fair on the basis that our assessed valuation range per ECF Security is greater than the Offer Price of $0.70, the difference is marginal. In this respect, it is important to recognise that by accepting the Offer, ECF Securityholders will not participate in any future growth in the value of ECF's properties, noting that the assessment of the value of the ECF properties has been made at the current point in time based on current market conditions.

In recent years, the commercial property office market has faced a series of headwinds that have largely occurred as a result of the COVID-19 pandemic, including the persistence of work from home arrangements, elevated incentives, subdued rental growth and higher vacancy rates. In addition, from May 2022 to November 2023, there was a significant increase in interest rates as the Reserve Bank of Australia (**RBA**) lifted the cash rate target from 0.10% to 4.35% in an effort to combat rising inflation.[15] As a result, borrowing costs and yields on office assets have sharply risen alongside increases in discount rates and capitalisation rates. Together, these developments have led to significant declines in office property valuations across Australia.[16]

During 2025, however, there is evidence which indicates that conditions have begun to improve. The RBA has reduced the cash rate target on three occasions by a cumulative 75 basis points to 3.60%. Forecasts by the 'Big 4' banks[17] anticipate further easing, with another reduction expected in November 2025, and NAB and Westpac predicting a further reduction in February 2026. Bond yields remain elevated relative to historical averages but have also shown signs of moderation.

In addition to macroeconomic drivers, sector fundamentals point to potential upside over time. National office supply (i.e. new builds) continues to be constrained by elevated construction costs, higher financing costs, and limited feasibility for new projects given weak leasing demand. As demand recovers, this supply and demand imbalance is expected to improve occupancy and provide support for rental growth. These leasing dynamics may also contribute to property value increases independent of any capitalisation rate movements. However, we note that within ECF's portfolio there is significant near-term lease expiry at

[15] RBA. Statistics: Cash Rate Target. rba.gov.au/statistics/cash-rate/
[16] CBRE. Australian Cap Rate Outlook, December 2024.
[17] Includes Commonwealth Bank of Australia, Westpac, National Australia Bank and ANZ.

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Garema Court, and there was a significant lease expiry at WorkZone West in August 2025 for which there is now an active leasing campaign.

Broader market commentary is that real estate yields are stabilising[18] and that commercial property market conditions are generally improving. Independent property market commentators broadly support this outlook, for example:

- Jones Lang LaSalle (**JLL**) Q2 2025 data indicates that Brisbane CBD and Near City mid-point prime yields are expected to stabilise over the remainder of 2025, and tighten in 2026 for Near City Office and compress from 2025 to 2028 for CBD; Adelaide CBD prime and secondary mid-point yields are unchanged in 2025 and expected to tighten from 2026; Perth CBD mid-point prime yields are stable and projected to tighten from 2026; Sydney Fringe and CBD prime yields were stable in 2025, with tightening possibly imminent as the cash rate and bond yields fall; and Canberra prime and secondary mid-point yields unchanged, having reached a trough since late 2024, with yields expected to gradually compress through to 2029;
- CBRE, Inc. (**CBRE**) forecasts Sydney will be the first market to observe capitalisation rate tightening for prime assets this cycle, with Brisbane to follow as interest rates decline. Perth, Adelaide and Canberra will follow from 2025 to late 2027;[19]
- MA Financial Group Limited has suggested that independent valuations should generally have bottomed, although specific assets may remain vulnerable depending on location and demand;[20]
- MaxCap Group Holdings Pty Ltd cautions that suburban secondary office markets may face further pricing adjustments in the year ahead, reflecting the disproportionately higher impacts of weaker demand, tighter credit availability and historical adjustment lags from prime CBD to secondary office markets;[21] and
- Cushman & Wakefield's Australian Office Outlook 2025 emphasises the 'flight to quality' and 'flight to centrality' trends, noting prime and well-located assets remain favoured while suburban and non-core office markets, such as those within which ECF's portfolio sits, face persistent soft demand.[22]

These factors suggest that office valuations may be at or near cyclical lows, with the prospect of recovery as capitalisation rates decline and leasing conditions improve. However, the timing and magnitude of any such recovery remains uncertain, and performance may diverge considerably by geography and asset type. Notably, secondary and fringe CBD assets may lag prime CBD markets, and specific property characteristics (e.g. tenant quality, lease expiries) are likely to considerably influence value outcomes.

Based on this evidence, we consider that there is relatively greater likelihood of upside in property values than downside over the medium term.

To understand any consequential potential benefit of movements in property values on the value per ECF Security, we have considered the sensitivity of our valuation range to hypothetical increases in ECF property portfolio values. The following table illustrates the sensitivity of our valuation range to a 5% and 10% uplift in underlying property values.

Sensitivity of Value per ECF Security to ECF's Property Values

	Mid-point of Valuation	+5%	+10%
Investment property value ($ millions)	495.3	520.0	544.8
Value per ECF Security	**$0.74**	**$0.80**	**$0.86**
% increase in property portfolio value	-	5.0%	10.0%
% increase in value per ECF Security	**-**	**8.1%**	**16.2%**

Source: Kroll analysis.

Our analysis indicates that the value per ECF Security is highly sensitive to movements in property values given ECF's gearing, with a 5.0% uplift in property values translating to an 8.1% increase in value per ECF Security. For context, a 5.0% increase in property values is broadly consistent with a 25 basis point reduction

[18] Dexus Research, "A strong second half ahead for Australian real assets", 10 June 2025.
[19] CBRE. Australian Cap Rate Outlook, December 2024.
[20] Moelis. 2025 Investment Outlook.
[21] MaxCap Group. Turning the Corner. February 2025.
[22] Cushman & Wakefield. Australian Office Outlook 2025.

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in capitalisation rates. However, we note that these movements would be equally as sensitive to a decrease in property values.

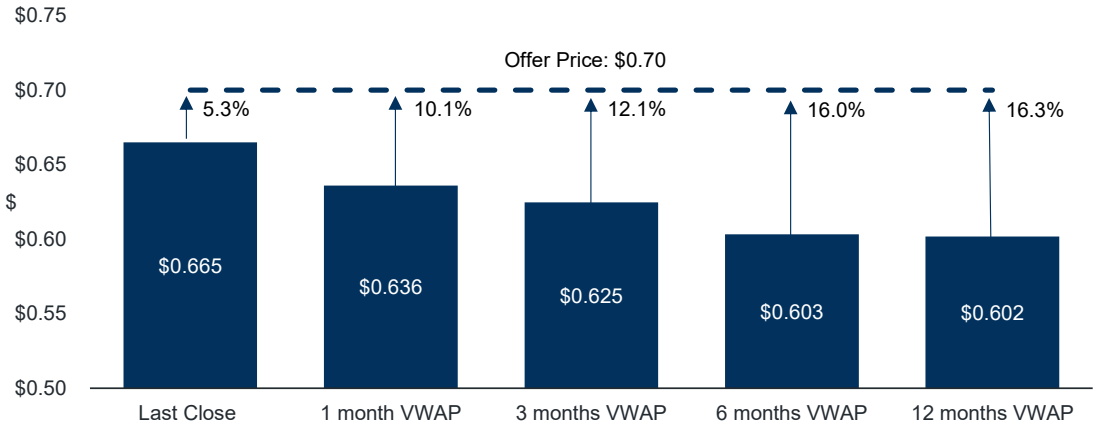
Accordingly, if property values were to rise in line with the market commentary that office valuations are at or near their cyclical lows, the gap between our assessed value per ECF Security and the Offer Price would widen materially (although the timing of an increase in values may take some time given ECF's that sub-prime and fringe asset values tend to lag in a recovery) and ECF Securityholders would benefit.

By accepting the Offer, ECF Securityholders will crystallise their investment and therefore forego the opportunity to participate in any such future upside in the value of ECF's properties. However, they will also not be exposed to the risks facing the Fund, as described in Section 3.4.4 of this report.

3.4.3 The Offer Price represents a modest premium to recent trading in ECF Securities

The Offer Price of $0.70 represents a premium of 5.3% to ECF's closing price on 1 August 2025 and a premium in the range of 10.1% to 16.3% relative to the volume weighted average price (**VWAP**) calculated over various periods up until 1 August 2025, the last trading day before the Offer was announced.

Offer Price relative to the ECF Security Price



Source: IRESS, Kroll analysis.
Note 1: The premiums illustrated above have been calculated based on the closing price and VWAP of ECF Securities up until 1 August 2025, the last trading day before the Offer was announced.

Typically, acquirers of listed entities pay a premium to obtain control of a target company. As noted in Section 3.3.1 of this report, for transactions involving office A-REITS since 2012:

- premiums to closing prices one day prior to announcements range between 9.4% and 24.1%; and
- premiums to the one-month VWAP prior to announcements range between 8.5% and 28.7%.

In this respect, the premium being paid is below and at the low end of those observed in other A-REIT transactions.

3.4.4 ECF Securityholders will no longer be exposed to the risks facing ECF

By accepting the Offer, ECF Securityholders will no longer be exposed to the risks facing the business, including:

- **lease expiries and vacancies**: there is a significant upcoming lease expiry at Garema Court, and if the tenant, the Department of Employment and Workplace Relations vacate during expiry, this will represent 13.4% of the overall portfolio's net lettable area (**NLA**). In addition, CPB Contractors have downsized their lease at WorkZone West in August 2025, leaving 4,513 square metres (**sqm**) of vacancy that represents 5.5% of the total NLA of the portfolio. 19 Harris Street currently has 1,637 sqm of vacancy (pro-rata vacancy based on ECF's exposure of 49.9% of NLA) which represents approximately 2.0% of the portfolio. Should leases not be re-let, or renewed on comparable terms, property values and rental income could be adversely affected;

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- **declining asset values and NTA erosion**: there is a risk of further declines in NTA per ECF Security, which declined by approximately 17.7% over FY25 (refer to Section 7.7 of this report), driven by a 3.7% reduction in investment property valuations. Further weakness in leasing markets, rental growth, or softening in capitalisation rates or discount rates could continue to weigh on asset values and NTA;
- **prolonged recovery in office sector**: although numerous commentators suggest the office sector is at or near a cyclical trough, there is a risk that the recovery proves slower or more muted than expected, particularly for sub-prime or fringe assets. Structural headwinds such as hybrid working arrangements or soft demand in fringe and secondary locations could result in an extended period of stagnant capital values. It may also weigh on rental growth and place downward pressure on earnings, increasing the risk of further cuts to distributions beyond the lower FY26 guidance already provided; and
- **issues relating to Elanor**: we note that the Revised Bidder's Statement refers to disclosures in Elanor's FY25 financial report which the Bidder Group believes creates material uncertainty in relation to its ability to continue as a going concern. While this disclosure is relevant to Elanor, we note that it has no direct impact on the operations, solvency, or financial position of ECF itself. ECF's assets are ring-fenced, and if the manager were unable to continue, ECF Securityholders have the ability to appoint a replacement manager without penalty. On this basis, we do not regard Elanor's going concern disclosure as a material risk factor for ECF Securityholders in the context of the Offer;
- **minority position risk**: if the Lederer Group achieves a relevant interest of more than 50.1%, ECF Securityholders would remain minority investors in a company controlled by Lederer. It may also have adverse implications for the liquidity of ECF Securities if the free float contracts further (refer to Section 3.4.10 of this report for further discussion). In addition, the Lederer Group has stated its intention to terminate the Investment Management Agreement. Under certain circumstances, this would result in a termination fee payable to the Manager of approximately $6.1 million, or approximately 1.5 cents per ECF Security.[23]

3.4.5 ECF's security price may fall in the absence of the Offer

The ECF security price is currently trading at or slightly above the Offer Price, potentially reflecting market speculation that the Independent Directors will be able to extract a higher offer from Lederer Group or an alternative acquirer.

In the absence of the Offer, a superior proposal, or speculation concerning a superior proposal, we consider it likely that the trading price of ECF Securities would revert closer to ECF's undisturbed trading prices prior to the announcement of the Offer (i.e. $0.665 on 1 August 2025). The extent of this reversion would depend on numerous factors, including:

- the $0.665 undisturbed trading price does not reflect the release of ECF's FY25 financial results on 26 August 2025, which included FY25 FFO of 9.4 cents per ECF Security, FY25 distributions of 7.5 cents per ECF Security, equating to a payout ratio of approximately 80%. The NTA per ECF Security of approximately $0.69 as at 30 June 2025 was a decline of approximately 6.8% from $0.74 as at 31 December 2024, with total portfolio value declining by 2.2%[24] over the same period. ECF also provided forward guidance for FY26 that is lower than that of FY25, pointing to FY26 FFO of 7.5 to 8.0 cents per ECF Security, and FY26 distributions of at least 6.5 cents per ECF Security;
- any subsequent announcements in the Offer Period in relation to company specific initiatives or financial performance which the market may assess as value enhancing or diminishing, such as any material leasing outcomes at Garema Court or WorkZone West;
- the Lederer Group has advised it will deal with its stake in ECF with a view to maximising returns for itself. This may include disposing of its interest in ECF, which would likely depress the trading price of ECF Securities, or it may increase its interest in ECF. To the extent the Lederer Group continues to grow its interest in ECF, this will further reduce the free float of ECF and can be expected to impact on future liquidity in ECF Securities, which in turn may affect ECF's security price;
- any sector developments: office focused A-REITs continue to trade at discounts to NTA, reflecting subdued investor sentiment towards the office sector. If a market consensus emerges that office property values have bottomed, or are likely to improve, this may narrow discounts to NTA or, in some

[23] Calculated assuming the date of termination of the Investment Management Agreement was 1 July 2025.
[24] On a consolidated basis.

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cases, cause securities to trade at a premium to NTA in anticipation of a valuation uplift. Since 1 August 2025, comparable listed A-REITs have released their financial results. These results broadly indicated earnings in line with guidance, stabilisation in property values and NTA during the second half of FY25, and commentary around improving occupancy and leasing demand. Over the same period, the S&P/ASX 200 A-REIT Index and the Kroll Office A-REIT Index have increased by 2.8% and decreased by 0.6% respectively, reflecting improvement in general sentiment towards diversified real estate equities and relatively unchanged sentiment towards office focused peers; and

- trends in broader equity markets: in this regard, from 1 August 2025 (the last trading day before the announcement that Lederer intended to make the Offer) until 24 September 2025, the All Ordinaries increased by 1.6%.

3.4.6 ECF Securities are reasonably liquid

As discussed in Section 7.10.4 of this report, trading in ECF Securities is reasonably liquid, with 38.7% of the quoted ECF Securities on issue (59.6% of free float)[25] being traded in the 12 months to 1 August 2025. ECF Securities have been sufficiently liquid to give ECF Securityholders confidence that, unless Lederer Group substantially increases its securityholding in ECF as a result of the Offer, they would be able to exit their investment at a time of their choosing, although there is no certainty as to the price at which ECF Securityholders would realise their investment at that time. To the extent that Lederer Group increases its interest in ECF over time, ECF Securities may become illiquid (refer to Section 3.4.10 of this report).

3.4.7 The Independent Directors may be able to extract a higher offer from Lederer Group

The likelihood of a superior proposal from a third party is considered to be low, as any third party proposal would need to have Lederer Group's support as a result of its 31.6% interest in ECF as at 17 September 2025. While this is below a controlling position, it represents a significant blocking stake. In this respect, Lederer Group's holding would prevent a third party from implementing a scheme of arrangement without its support, and would also make compulsory acquisition impossible without the Lederer Group participating. This significantly reduces the probability of a successful third-party proposal to acquire 100.0% of ECF.

ECF Securityholders may choose to not accept the Offer in the expectation that the Independent Directors will be able to extract a higher offer from Lederer Group. In this regard, we note that:

- the Lederer Group is likely incentivised to increase its interest to at least 50%, as this would allow it to replace the Manager (subject to a potential payment of a termination penalty of approximately $6.1 million[26]) as manager of the Fund, with LDR Capital (an entity affiliated with the Lederer Group), an intention expressed in the Replacement Bidder's Statement. It would also allow it to significantly increase its influence over the composition of the ECF Board, management appointments, agreements with service providers, and the strategic direction of the Fund; and
- the Lederer Group has not declared the Offer final, meaning there remains a possibility that it may improve the terms of its Offer.

Kroll notes that even if a superior proposal does not emerge, ECF Securityholders can currently sell their securities on market at a price equal to or greater than the Offer Price.

3.4.8 The consideration under the Offer provides a certain value however this is below the price at which ECF Securities are currently trading

The Offer is unconditional and provides ECF Securityholders an opportunity to exit their investment in ECF at a pre-tax value that is certain and which, however, is at a discount to current trading in ECF Securities. In any event, trading of ECF Securities is currently sufficiently liquid to give ECF Securityholders confidence that they would be able to exit their investment at a time of their choosing (unless Lederer Group substantially increases its interest in ECF), although there is no certainty as to the price at which ECF Securityholders would realise their investment at that time.

[25] Free float excludes PEJR Investments Pty Ltd's 27.21% and Kenxue Pty Ltd and Aloran Pty Ltd's 7.81% interest in ECF Securities as at 1 August 2025.
[26] Calculated assuming the date of termination of the Investment Management Agreement was 1 July 2025.

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3.4.9 Other considerations

No minimum acceptance condition

The Offer has no minimum acceptance condition.

Taxation implications for ECF Securityholders

General tax implications for ECF Securityholders that hold their ECF Securities on capital account are outlined in Section 8 of the Target's Statement.

Section 6.2 of the Target's Statement considers the implications of accepting the Offer for resident and ECF Securityholders who hold their securities on capital account. In particular, the disposal of ECF Securities will be a capital gains tax event for resident ECF Securityholders. This means that resident ECF Securityholders will need to determine whether a capital gain or a capital loss arises in respect of their disposal of ECF Securities.

Non-resident ECF Securityholders will need to determine their own tax outcomes.

We note that ECF Securityholders should consider their individual taxation circumstances and review Section 6 of the Target's Statement for further information where it applies to their circumstances. ECF Securityholders should obtain their own independent professional advice on the tax consequences of disposing of their ECF Securities under the Offer.

3.4.10 Consequences of not accepting depending on the Lederer Group's final interest in ECF

As the Offer is not subject to a minimum acceptance condition, there are many potential outcomes depending on Lederer Group's final interest in ECF, ranging anywhere from its relevant interest of 31.6% as at 17 September 2025 through to 100% control noting that since the announcement of the Offer Lederer Group's interest has increased by 3.8%. We have summarised the major implications as follows.

Less than 50.0%

In the event Lederer Group maintains its 31.6% interest in ECF Securities as at 17 September 2025, or increases its position such that it is less than 50.0% of ECF's issued capital, inter alia:

- non-associated securityholders will remain as minority securityholders in ECF and will be exposed to the future operational risks and benefits of ECF as a standalone entity;
- ECF will remain listed on the ASX;
- in the absence of the Offer, the ECF security price will reflect the information disclosed in the Target's Statement, including continuing its current strategy to invest in differentiated office assets in major metropolitan markets within Australia;
- the Lederer Group will deal with its stake in ECF with a view to maximising returns for itself. This may include disposing of its interest in ECF, which would likely depress the trading price of ECF Securities, or it may increase its interest in ECF. The Lederer Group will remain entitled to increase its interest in ECF under the 'creep' provisions of the Corporations Act, which permit acquisitions of no more than 3% of a public company's issued capital every six months. To the extent the Lederer Group continues to grow its interest in ECF via this mechanism, this will further reduce the free float of ECF and can be expected to impact on future liquidity in ECF Securities, which in turn may affect ECF's security price;
- the Lederer Group will continue to be in a position to influence the composition of ECF's Board and management, and the strategic direction and future distribution policy through its interest in ECF. As noted in the Bidder's Statement, the Lederer Group currently has the ability to block a special resolution (at least 75% of the votes cast by members who are entitled to vote on the resolution). The Lederer Group will seek to carry out some of the intentions set out in Section 5.3 of the Replacement Bidder's Statement (detailed hereafter); and
- ECF will bear transaction costs in relation to the Offer.

Between 50.0% and 90.0%

If, following the Offer, the Lederer Group holds between 50.0% and 90.0% of ECF's issued capital:

- non-associated securityholders will continue to be minority securityholders in a company controlled by the Lederer Group;

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- it is reasonable to expect that the liquidity in ECF Securities will be adversely impacted and it is possible that ECF's security price will fall from current levels;
- the Lederer Group will gain the ability to pass or block an ordinary resolution (50% of votes cast). In this regard, in Section 5 of the Replacement Bidder's Statement the Lederer Group has advised that should it have control of ECF, it will:
  - conduct a detailed review of the operations, assets, structure of, and contracts relating to ECF;
  - call a meeting of members of ECF for the purpose of considering and passing a resolution to remove EFML as responsible entity of ECF and appoint a new responsible entity. The Lederer Group would seek the support of ECF Securityholders to appoint Evolution Trustees Limited (**Evolution Trustees**) as the independent responsible entity of ECF;
  - will seek to implement the following in relation to the management of ECF:
    - rebrand ECF;
    - procure that the directors of any company that is a Controlled Entity of ECF are replaced with the Bidder's nominees;
    - procure that the new responsible entity or trustee for ECF terminates the Investment Management Agreement with EAS (as Manager) to the extent that EAS does not exercise any right to terminate the Investment Management Agreement prior to that time. As discussed in Section 7.4.2 of this report, we note that in this respect should the Investment Management Agreement be terminated, EAS may be entitled to receive a termination payment equal to 24 months of management fees or approximately $6.1 million.[27] This cost would be borne by ECF itself and therefore indirectly by ECF Securityholders, reducing NTA; and
    - review all commercial arrangements between ECF and service providers, including arrangements with Elanor or its affiliates. This may result in the termination of such arrangements;
- if the Investment Management Agreement is terminated, the Lederer Group will request that the responsible entity appoint LDR Capital or another controlled entity of the Lederer Group as the new investment manager of ECF. However, this appointment is subject to the responsible entity of ECF concluding that this appointment is in the best interests of ECF Securityholders;
- consider whether it is appropriate for ECF's listing on the ASX to be maintained, having regard to considerations such as the costs associated with maintaining the listing, the number of remaining ECF Securityholders, and the liquidity of the ECF Securities on the ASX following the end of the Offer Period. Should ECF be removed from the ASX, remaining ECF Securityholders would hold a minority interest in an unlisted public company and the price and timing of any future liquidity events would be significantly uncertain;
- review whether ECF's gearing should be reduced from current levels. In this respect, the Lederer Group's view on payment of distributions by ECF may be different to ECF's current distribution policy;
- the Lederer Group may still acquire further ECF Securities under the 'creep' provisions of the Corporations Act to increase its interest further; and
- ECF will bear transaction costs in relation to the Offer.

Greater than 90.0%

In the Replacement Bidder's Statement, Lederer Group has stated that should, following the Offer, it hold at least 90.0% of ECF's issued capital, it will:

- proceed to compulsory acquisition of the outstanding ECF Securities under Section 661B of the Corporations Act;
- delist ECF from the ASX; and
- seek to adjust the management of ECF, including rebranding ECF, replacing EFML and responsible entity, renew the Board of Directors, terminate the Investment Management Agreement with EAS, and review all arrangements between ECF and service providers.

[27] Calculated assuming the date of termination of the Investment Management Agreement was 1 July 2025.

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4 Other matters

Our report has been prepared in accordance with the relevant provisions of the Corporations Act and other applicable Australian regulatory requirements. It has been prepared solely for the purpose of assisting ECF Securityholders in considering the Offer. We do not assume any responsibility or liability to any other party as a result of reliance on this report for any other purpose.

This report constitutes general financial product advice. It has been prepared without taking into consideration the individual objectives, financial situation, or needs of any ECF Securityholder. Accordingly, the advice does not consider the personal circumstances of individual ECF Securityholders.

The decision as to whether or not to accept the Offer is a matter for each ECF Securityholder, who should consider the appropriateness of our opinion to their specific circumstances. As an individual's decision may be influenced by their particular circumstances, we recommend that individual ECF Securityholders, including those resident in foreign jurisdictions, obtain their own independent professional advice.

Unless otherwise stated, all currency amounts in this report are denominated in Australian dollars. References to an Australian financial year (i.e. the 12 months to 30 June) have been abbreviated to FY, references to calendar years have been abbreviated to CY, and references to half years have been abbreviated to H.

Our opinion is based solely on information available as at the date of this report. Further detail on information sources, reliance, and limitations is set out in Appendix 2. We have not undertaken to update this report for events or circumstances arising after its date, except to the extent required where such events are material to our opinion.

As required by the Corporations Act, Kroll has prepared a Financial Services Guide, which is included at the end of this report.

Our opinion should be considered in conjunction with, and not independently of, the information set out in the remainder of this report, including the appendices.

Yours faithfully



Celeste Oakley
Authorised Representative



Ian Jedlin
Authorised Representative

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Elanor COMMERCIAL PROPERTY FUND

Independent Expert's Report
and
Financial Services Guide
in relation to the proposed acquisition of the
Elanor Commercial Property Fund

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Attachment C – Independent Expert's Report continued

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5 The Offer

5.1 Overview

On 4 August 2025, EFML, as the responsible entity of ECF, received a letter from the Lederer Group stating that it intended to make an unsolicited off-market takeover offer to acquire all of the ECF Securities. The letter stated that, subject to certain conditions, the Lederer Group intended to offer ECF Securityholders $0.70 in cash for each ECF Security they held.

On 20 August 2025, EFML announced that it received an off-market takeover offer from the Lederer Group to acquire all of the ECF Securities that it does not currently own for $0.70 in cash per ECF Security.

The Bidder's Statement was lodged with ASIC on 20 August 2025. The Replacement Bidder's Statement dated 10 September 2025 was lodged with ASIC on 10 September 2025 and dispatched to ECF Securityholders on 11 September 2025.

The Offer Price will not be adjusted for the distribution of 1.875 cents per ECF Security declared for the quarter ending 30 June 2025, which was announced to the ASX on 23 June 2025 and paid on 1 September 2025. It will, however, be adjusted by the amount of any Additional Distributions.

Full details of the Offer are included in the Replacement Bidder's Statement dated 10 September 2025 and the Target's Statement issued by ECF.

Unless withdrawn or varied, the Offer is open for acceptance from 11 September 2025 until 7:00 pm (Sydney time) on 13 October 2025. The Board of the responsible entity has established the IBC and adopted protocols to manage any potential conflicts of interest that may arise between the interests of Elanor and the interests of ECF Securityholders. The IBC has been established to represent the interests of ECF and ECF Securityholders and is comprised of Ian Mackie and Kathy Ostin, each of whom is an Independent Director.

The Independent Directors have recommended that ECF Securityholders reject the Offer.

5.2 Offer unconditional

On 11 September 2025, Offer was declared unconditional, which means it is not subject to any defeating conditions.

It is not subject to a minimum acceptance condition.

5.3 Transaction costs

ECF will incur third party costs in connection with the Offer, including fees payable to external advisors of ECF.

6 Scope of the report

6.1 Purpose

Section 640 of the Corporations Act states that a target's statement made in response to a takeover offer for shares in an Australian listed entity must include or be accompanied by an independent expert's report if at the time the bidder's statement is sent to the target:

- the bidder's voting power in the target is 30% or more; or
- where the parties to the transaction have common directors.

In the case of the Offer, an independent expert's report is not legally required. Even where an IER is not strictly required by the law, however, it is common for Directors to commission one in order to provide securityholders with information that is material to their decision whether to accept or reject the Offer.

In undertaking our work, we have referred to guidance provided by ASIC in its Regulatory Guides in particular, RG 111 and RG 112.

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6.2 Basis of assessment

We have referred to guidance provided by ASIC in its Regulatory Guides in particular, RG 111, which outlines the principles and matters which it expects a person preparing an independent expert's report to consider when providing an opinion on whether a takeover bid is fair and reasonable to shareholders.

RG 111.10-12 states:

- 'fair and reasonable' is not regarded as a compound phrase;
- an offer is 'fair' if the value of the offer price or consideration is equal to or greater than the value of the securities subject to the offer;
- the comparison should be made assuming 100% ownership of the 'target' and irrespective of whether the consideration is scrip or cash;
- the expert should not consider the percentage holding of the 'bidder' or its associates in the target when making this comparison; and
- an offer is 'reasonable' if it is 'fair'. An offer might be 'reasonable' if, despite being 'not fair', the expert believes that there are sufficient reasons for shareholders to accept the offer in the absence of any higher bid before the close of the offer.

RG 111.13 sets out the factors an expert might consider in assessing whether an offer is reasonable:

- the bidder's pre-existing voting power in securities in the target;
- other significant shareholding blocks in the target;
- the liquidity of the market in the target's securities;
- taxation losses, cash flow or other benefits through achieving 100% ownership of the target;
- any special value of the target to the bidder, such as particular technology, etc;
- the likely market price if the offer is unsuccessful; and
- the value to an alternative bidder and likelihood of an alternative offer being made.

RG 111.11 provides that an offer is fair if the value of the consideration is equal to or greater than the value of the securities subject to the offer. This comparison can be made assuming 100% ownership of the 'target' and irrespective of whether the consideration is scrip or cash and without regard to the percentage holding of the bidder or its associates in the target entity. That is, RG 111.11 requires the value of the target to be assessed as if the bidder were acquiring 100% of the issued equity (i.e. on a controlling interest basis). In addition, any special value of the 'target' to a particular 'bidder' (e.g. synergies that are not available to other bidders) should not be taken into account under the comparison.

Accordingly, when assessing the full underlying value of ECF, we have considered those synergies and benefits which would be available to more than one potential purchaser (or a pool of potential purchasers) of ECF. As such, we have not included the value of special benefits that may be unique to any particular acquirer.

7 Profile of ECF

7.1 Overview

ECF is an externally managed REIT that invests in Australian commercial office assets. The Fund's portfolio comprises nine properties located in major metropolitan areas and established commercial precincts and, as at 30 June 2025, had a combined value of $495.3 million[28,29] (refer to Section 7.5 of this report for more detail).

ECF is listed on the ASX and, as at 1 August 2025, the last trading day prior to the announcement by ECF that the Lederer Group intended to make the Offer, it had a market capitalisation of $270.7 million.[30]

[28] Adjusted for ECF's 49.9% ownership interest in 19 Harris Street.
[29] Eight of the nine properties were externally valued as at 30 June 2025. 19 Harris Street was externally valued as at 16 September 2024 and valued internally for 30 June 2025.
[30] Calculated as the closing price of ECF Securities of $0.665 multiplied by 407,002,325 ECF Securities on issue.

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7.2 Background

7.2.1 ECF background

ECF was established in 2016 by Elanor and listed on the ASX on 6 December 2019. At listing, its portfolio comprised six commercial office assets located in Western Australia (**WA**), Queensland (**QLD**) and South Australia (**SA**), which were independently valued at $306.4 million.[31] EFML acted as responsible entity, with EAS as Manager.

Since listing, ECF has acquired three additional assets, including:

- Garema Court, Canberra, Australian Capital Territory (**ACT**) for $71.5 million, settled 2 March 2020. Funded by a new $140 million debt facility, with residual proceeds used to repay existing debt. The acquisition increased ECF's portfolio value to approximately $378 million and gearing to approximately 35%;[32]
- 50 Cavill Avenue, Surfers Paradise (QLD) for $113.5 million (excluding transaction costs), completed on 31 August 2021. The acquisition increased portfolio value to approximately $498 million and was funded via a fully underwritten $84.7 million equity raising and a $39.7 million debt facility; [33,34] and
- 19 Harris Street, acquired indirectly through a 49.9% interest in the Harris Street Fund, settled 31 May 2022 for $185 million. ECF's share was funded by a $36.6 million fully underwritten entitlement offer.

On 13 January 2023, Paul Lederer Pty Ltd (an affiliate of the Lederer Group) became a substantial securityholder in ECF.

On 10 August 2023, EFML announced the proposed sales of the Nexus Centre (Brisbane, QLD) and Limestone Centre (Ipswich, QLD) for a combined gross sale price of $72.7 million (net sale price of approximately $65 million, representing a 4.9% discount to the 30 June 2023 independent valuations of the properties).[35] Proceeds from the sale of the properties were intended to be used to reduce the Fund's gearing which, as shown in Section 7.7 of this report, had increased to 40.7% on a look through basis as at 30 June 2023, from 36.3% as at 30 June 2022. However, the counterparty, Quantuna Pty Ltd, subsequently withdrew from the proposed sale.[36]

On 9 September 2024, EFML announced a strategic partnership with Lederer Group. Under the arrangement, Lederer Group acquired Elanor's 12.6% interest in ECF to lift its total interest to 14.0%. Under the agreement, Lederer Group also agreed to an equity commitment of up to $50 million to support the Fund.[37]

Subsequently, ECF completed a fully underwritten entitlement offer which closed on 25 October 2024 and raised approximately $52 million at $0.58 per stapled security.[38] Proceeds funded ECF's participation in the Harris Street Fund Capital Notes issuance and repayment of ECF debt and transaction costs.[39] The approximately 31.3 million ECF Securities not taken up under the entitlement offer were allocated to the Lederer Group, increasing its holding from approximately 14.75% to approximately 25.74% as at 29 October 2024.[40]

The Lederer Group's interest has since increased to 31.60% as at 17 September 2025.

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[31] This included WorkZone West, Perth, Western Australia, Campus DXC, Adelaide, South Australia, 200 Adelaide Street, Brisbane, Queensland, Limestone Centre, Ipswich, Queensland, Nexus Centre, Brisbane, Queensland and 34 Corporate Drive, Brisbane, Queensland.
[32] ECF ASX Announcement, 2 March 2020.
[33] At an issue price of $1.10 per security, comprising a 1 for 5 Accelerated Non-Renounceable Entitlement Offer to raise $45.0 million and an Institutional Placement to raise $39.7 million. In addition, Elanor committed to sub-underwrite up to $10 million of the retail component of the Entitlement Offer.
[34] ECF ASX Announcement, 2 August 2021.
[35] ECF ASX Announcement, 10 August 2023.
[36] ECF ASX Announcement, 26 September 2023 and 12 October 2023.
[37] ECF ASX Announcement, 9 September 2024.
[38] ECF ASX Announcement, 29 October 2024.
[39] ECF ASX Announcement, 4 October 2024.
[40] ECF ASX Announcement, 29 October 2024.

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7.2.2 Elanor background

Elanor Investors Group (ASX:ENN) is an Australian real estate funds management group focused on acquiring and managing real estate assets across Australia and New Zealand. Listed on the ASX in 2014, Elanor has grown significantly over the past decade to become a diversified manager across multiple commercial property sectors.

As at 30 June 2024, the Group had $5.9 billion of assets under management, spanning office, retail, healthcare, industrial, as well as hotels, tourism, and leisure properties. This portfolio diversification reflects Elanor's strategy of identifying assets with strong underlying fundamentals and unlocking additional value through active management, repositioning, and development expertise.

On 23 August 2024, Elanor (the ASX-listed parent of EFML and EAS) requested a voluntary suspension of its securities from quotation while considering options to stabilise its financial position and meet debt obligations.[41] Trading in Elanor securities has subsequently remained suspended.

On 28 July 2025, Elanor announced that it had entered into binding terms to expand its strategic alliance with Rockworth Capital Partners (**Rockworth**), whereby Rockworth would invest $125.0 million into Elanor to recapitalise the business, stabilise the balance sheet and reduce gearing to within an intended target range of 20-35% (**Rockworth Investment**). Additionally, Elanor also intends to acquire 100% of Firmus Capital Pte. Ltd. (**Firmus**), a Singapore based real estate investment manager (**Firmus Acquisition**). Firmus is 70% owned by Rockworth.

The Rockworth Investment and the Firmus Acquisition are both subject to regulatory approval, as well as approval by Elanor securityholders at an Extraordinary General Meeting expected to be held in early November 2025. As a result of the Rockworth Investment and the Firmus Acquisition, it is anticipated that Rockworth will increase its holding in Elanor from 11.8% to approximately 47.9%. In addition, as a result of the Firmus Acquisition, Su Kiat Lim (Firmus CEO and Elanor director) will become a new Elanor securityholder and will hold approximately 13.6%.[42]

In the same announcement on 28 July 2025, it was also disclosed that Elanor, Challenger Limited (**Challenger**) and Challenger Life Company Ltd (**CLC**) had entered into a mutual agreement to unwind the strategic partnership and related investment management arrangements that were previously announced in July 2023 (**Challenger Life Mandate**). As part of this transition, Elanor will continue to manage the CLC real estate portfolio until 15 October 2025 and support the transition of the portfolio to a new manager. Challenger and Elanor will cancel the 20.3 million Elanor securities held by a subsidiary of Challenger.[43]

Furthermore, Elanor intends to request the lifting of the suspension of its securities following the finalisation of its financial results and lodgement of relevant documents with the ASX (including HY25 accounts and FY25 annual reports).[44]

7.3 Strategy

ECF's strategic objective is to provide strong risk-adjusted returns to securityholders through a combination of regular distributions and capital growth. To achieve this, ECF's strategy is to:[45]

- invest in commercial office properties with differentiated, competitive market positions located in metropolitan areas and established commercial precincts;
- execute leasing strategies and actively manage properties to enhance income and capital value;
- selectively acquire additional high-quality office assets that meet ECF's investment criteria; and
- maintain a conservative capital structure within a target look-through gearing range of 30% and 40%.

[41] Elanor ASX Announcement, 23 August 2023.
[42] Elanor ASX Announcement, 28 July 2025.
[43] Elanor ASX Announcement, 28 July 2025.
[44] Elanor ASX Announcement, 28 July 2025.
[45] ECF Annual Financial Report for the year ended 30 June 2025.

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In its FY25 results presentation, ECF outlined a three-horizons framework for strategy execution:[46]

- **Horizon 1 – Leasing Focus:** the priority over the next 12 to 18 months centred on extending existing asset leases, refinancing existing debt facilities,[47] and proactive capital management;
- **Horizon 2 – Enhancement:** focused on targeted capital upgrades to improve asset valuations and securing long-term leases with high-quality, stable tenants; and
- **Horizon 3 – Scale:** pursuing scalable growth through strategic portfolio expansion, assessing opportunities in new domestic markets, and leveraging available equity and debt capacity to support larger acquisitions.

ECF seeks to integrate environmental, social and governance (**ESG**) initiatives into its investment and asset management practices as a core component of its fund strategy. ESG has been a core part of ECF's strategy for a number of years now, and ECF will focus on expanding the ESG initiatives that are already in place.

7.4 Corporate Structure

7.4.1 Corporate and management structure

ECF is a listed REIT structured as a stapled entity comprising two stapled trusts, Elanor Commercial Property Fund I and Elanor Commercial Property Fund II. Units in each trust are stapled together and trade together as a single security on the ASX.

ECF is externally managed. EFML acts as responsible entity for both trusts, and EFML has appointed EAS, a wholly owned subsidiary of Elanor, as manager to provide services in accordance with the Investment Management Agreement and the Property and Development Management Agreement.

ECF's property interests are held through eight subsidiary trusts beneath Elanor Commercial Property Fund I and Elanor Commercial Property Fund II, each holding a property asset owned by ECF, with Elanor Investment Nominees Pty Limited appointed as trustee. Each subsidiary trust holds a property asset that is wholly controlled by ECF, other than the 49.9% interest in 19 Harris Street, which is held through investment in Elanor's Harris Street Fund. The remaining 50.1% interest is held by Elanor's wholesale capital partners.[48]

[46] ECF FY25 Results Presentation.
[47] Noting that existing debt facilities have now been refinanced with maturity November 2027. Refer to Section 7.8 of this report for further information.
[48] Elanor ASX Announcement, 28 April 2022.

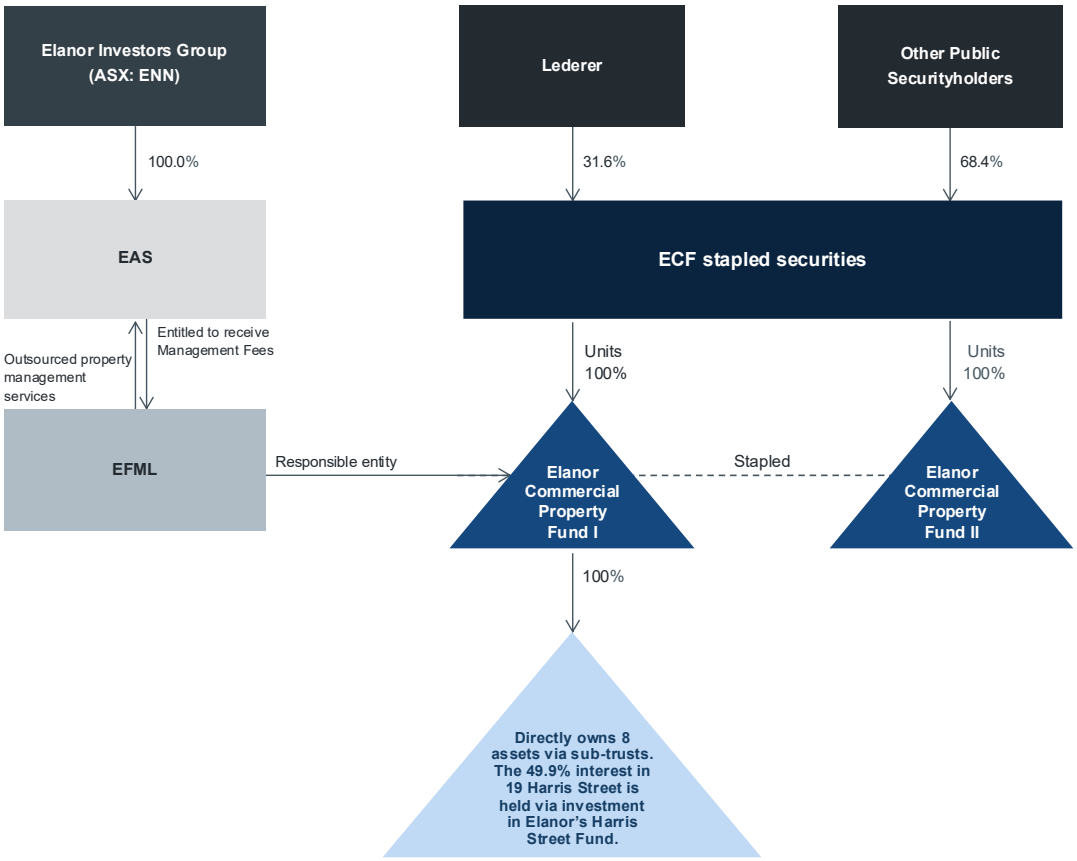
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The ownership and operating structure of ECF is illustrated as follows.

ECF Ownership and Operating Structure



Source: ECF Management.

7.4.2 Management fees

The fees payable to the manager are outlined as follows:

- under the Investment Management Agreement, the manager is entitled to receive a Management Fee and a Performance Fee;
- under the Property and Development Management Agreement, the manager is entitled to receive a Property Management Fee, Leasing Fees, Capital Works Fee, and Development Management Fees; and
- in addition to these fees, the responsible entity indemnifies the manager for any direct expenses reasonably incurred in connection with the provision of services, except where such expenses arise from the manager's gross negligence, fraud, wilful misconduct, or dishonesty.

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A summary of the fee types with method of fee calculation is set out as follows.

ECF Management Fees

Type of fee or cost	Method of fee calculation
Management Fee	0.65% per annum of Gross Asset Value (**GAV**)
Performance Fee	Capped at 0.35% per annum of GAV
Property Management Fee	3% of gross income for each property for each month
Leasing Administration Fee	Equals to 11% to 15% of the first year's gross rental income depending on lease term
Capital Works Fee	5% of total capital work costs (being the total cost of any capital works undertaken in respect of each property)
Development Management Fees	5% of total development costs, staged over project approval through completion

Source: ECF Product Disclosure Statement, Kroll analysis

The responsible entity of the Fund may be changed by a majority vote of securityholders, which ordinarily requires approval from more than 50% of the votes cast by securityholders present and voting at a duly convened meeting. Upon removal, a new responsible entity must be appointed in accordance with the Corporations Act and the Fund's constitution.

In the event of a change of control of the responsible entity, or where the responsible entity is replaced by an entity outside of Elanor Investors Group, a "Trigger Event" occurs under both the Investment Management Agreement and the Property Management Agreement. In such cases, the manager may terminate the agreements immediately, or the incoming responsible entity may terminate the agreements by giving the manager 90 days' notice.

In both scenarios under the Investment Management Agreement, the manager is entitled to receive a termination payment equal to 24 months of management fees.[49] The Bidder estimates the termination payment to be approximately $6 million,[50] while Kroll estimates the termination payment to be approximately $6.1 million.[51] In addition, on the date a Trigger Event occurs, the manager becomes entitled to immediate payment of all deferred Performance Fees, and the cap on Performance Fees will cease to apply.

Under the Property Management Agreement, termination of the agreement would entitle the Manager to a compensation payment equal to two times the fees paid under the Property Management Agreement in the prior 12 months.

Termination of the management agreements may otherwise only occur in limited circumstances, such as in the event of the manager's insolvency or material default. In those cases, no compensation is payable to the manager.

7.5 Investment property portfolio

7.5.1 Summary

ECF's portfolio of commercial assets comprises nine properties located in major metropolitan areas or established commercial precincts and, as at 30 June 2025, had a combined value of $495.3 million.[52,53] ECF's portfolio is well diversified by tenant sector and lease expiry profile.

ECF's portfolio is principally located in Queensland (**QLD**), which represents approximately 51.8% of the portfolio (by value), with the remainder spread across Western Australia (**WA**), New South Wales (**NSW**),

[49] ECF Product Disclosure Statement.
[50] Lederer Group Bidder's Statement.
[51] Calculated assuming the date of termination of the Investment Management Agreement was 1 July 2025.
[52] Adjusted for ECF's 49.9% ownership interest in 19 Harris Street.

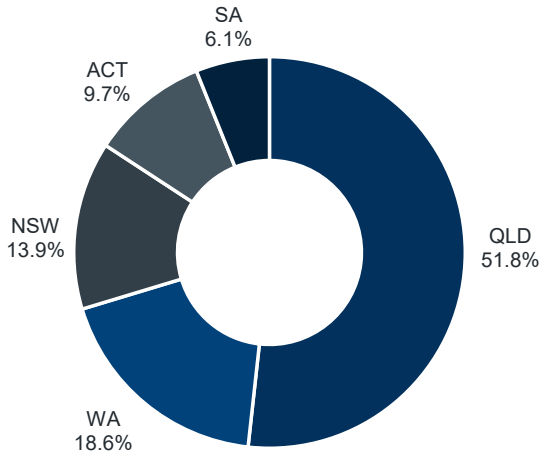
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Australian Capital Territory (**ACT**), and South Australia (**SA**). The distribution of the portfolio's assets by value is illustrated as follows.

ECF Investment Portfolio by Geography (% Value)



Source: ECF, Kroll analysis.
Note 1: Data current as at 30 June 2025.

7.5.2 Description

ECF's investment property portfolio comprises nine commercial office properties as follows:

- **WorkZone West, Perth, WA:** an A-grade, seven-level office building located in the Perth commercial business district (**CBD**) fringe. The asset is fully leased to CPB Contractors and other tenants. It features strong environmental credentials including a 6-Star NABERS energy rating and Climate Active carbon-neutral certification. The building is located near Perth Central train station and the Northbridge cultural precinct;
- **200 Adelaide Street, Brisbane, QLD:** a refurbished heritage office building located in the Brisbane CBD with direct access to Brisbane Central train station. Tenants include Hub Australia and Clemenger BBDO. The property has achieved strong rental growth over the past year;
- **Limestone Centre, Ipswich, QLD:** a dual-building office property anchored by government and healthcare industry tenants including the Ipswich Hospital, West Moreton Health and the Queensland Government;
- **Campus DXC, Adelaide, SA:** a two-level, tech campus-style office building located six kilometres northeast of the Adelaide CBD. The asset is fully leased to DXC Technology and sits on a large site with ample car parking. The site benefits from nearby retail amenities including the Marsden Shopping Centre;
- **Nexus Centre, Upper Mount Gravatt, Brisbane, QLD:** a four-level office building located in Brisbane's southeast corridor. The asset is anchored by Department of Veterans' Affairs, Coles and Bunnings. The building features substantial indoor and outdoor amenities, and is situated on a large site with substantial parking;
- **34 Corporate Drive, Cannon Hill, Brisbane, QLD:** a hybrid office and warehouse property located in Brisbane's eastern suburbs, six kilometres from the Brisbane CBD. The asset has been fully re-leased to life sciences tenants in recent years and is strategically positioned near major infrastructure including the airport, port and major arterial roads. It offers significant warehouse space and extensive car parking;
- **Garema Court, Canberra, ACT:** an A-grade office building located in Canberra CBD. The asset is fully leased to the Australian Government. It benefits from proximity to the Canberra Centre, light rail terminal, and bus interchange;

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- **50 Cavill Avenue, Surfers Paradise, QLD:** an office building located in central Surfers Paradise, Gold Coast. It is leased to tenants including Mantra, Regus, and Ray White; and
- **19 Harris Street (49.9% interest):** a seven-level office building located in Sydney's CBD fringe. The property features large, flexible floor plates suitable for multi-floor or small suite tenancies. Tenants include Thomson Reuters and ITV.

7.5.3 Investment property portfolio key statistics

A summary of key statistics for ECF's investment property portfolio as at 30 June 2025 is summarised as follows:

ECF Investment Portfolio Summary as at 30 June 2025

Property	Ownership	Value ($ millions)	Capitalisation rate	NLA (sqm)	Occupancy[1]	WALE[2] (years)
WorkZone West	100%	92.0	7.75%	15,370	100.0%	3.7
200 Adelaide Street	100%	45.0	8.00%	6,033	91.4%	6.0
Limestone Centre	100%	28.4	9.00%	7,245	93.8%	2.8
Campus DXC	100%	30.0	8.00%	6,288	100.0%	5.2
Nexus Centre	100%	35.0	8.50%	7,279	100.0%	3.5
34 Corporate Drive	100%	26.0	7.53%	5,299	100.0%	4.2
Garema Court	100%	48.0	8.13%	11,442	98.7%	1.0
50 Cavill Avenue	100%	122.0	7.50%	16,569	96.2%	3.3
19 Harris Street	49.9%	68.9[3]	7.13%	12,478	80.1%	3.3
Total		**495.3[3]**	**7.79%[4]**	**88,002**	**96.3%**	**3.4**

Source: ECF FY25 Results Presentation, Kroll analysis.
Notes:
1. Weighted by area, including the Heads of Agreements over currently vacant space.
2. Weighted by income, including Heads of Agreements over currently vacant space.
3. Represents ECF's 49.9% ownership interest in 19 Harris Street.
4. Represents the Weighted Average Capitalisation Rate (WACR) of the ECF investment portfolio, which is the individual capitalisation rate weighted by the property's fair value.

As at 30 June 2025, ECF's investment portfolio was valued at approximately $495.3 million,[54] reflecting a WACR of 7.79%. The portfolio had a WALE and occupancy of 3.4 years and 96.3% respectively.

With respect to the property values as at 30 June 2025, we note that eight properties were subject to independent external values as at 30 June 2025. The remaining property, 19 Harris Street, was externally valued as at 16 September 2024 and subsequently updated to 30 June 2025 by way of internal valuation. 19 Harris Street has subsequently been externally valued as at 31 August 2025, with its carrying value unchanged from 30 June 2025.

[54] Adjusted for ECF's 49.9% ownership interest in 19 Harris Street.

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The trends in the key statistics of ECF's investment property portfolio are summarised in the following table.

ECF Investment Property Portfolio Statistics

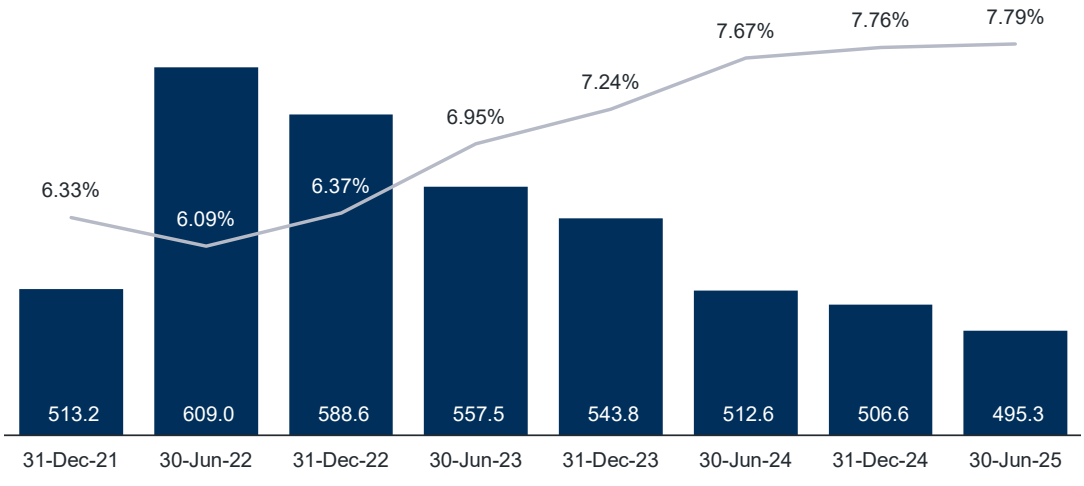
	As at 30 June			
	2022	2023	2024	2025
Number of properties/assets	9	9	9	9
Value ($ millions)[1]	609.0	557.5	512.6	495.3
Change in value (%)	58.4%[2]	(8.5%)	(8.1%)	(3.7%)
NLA (sqm)[3]	88,252	88,456	88,440	88,002
Average value per sqm ($ per sqm)	7,419	6,784	6,758	6,659
WACR	6.09%	6.95%	7.67%	7.79%
Occupancy (% by area)[4]	95.6%	98.4%	98.4%	96.3 %
WALE (years)[5]	3.4	3.1	4.0	3.4

Source: ECF Annual Reports, FY22, FY23, FY24, FY25 Results Presentation, Kroll analysis.
Notes:
1. Represents ECF's 49.9% ownership interest in 19 Harris Street, shown on a consolidated basis.
2. 58.4% growth compared to investment portfolio value of $384.5 million as at 30 June 2021.
3. NLA is Net Lettable Area, shown on a 100% basis.
4. Weighted by area, including Heads of Agreements.
5. Weighted by income, including Heads of Agreements.

During the period from 30 June 2022 to 30 June 2025, the size of ECF's portfolio has remained unchanged at nine assets, with no acquisitions or divestments having occurred. In this respect, the movements in the table reflect like-for-like changes in property values and statistics rather than movements due to transactions.

Trends in the value of ECF's property portfolio and WACR are shown in the following chart.

ECF Investment Property Portfolio Value ($ millions) and WACR (%) from 2022 to 2025



Source: Kroll analysis

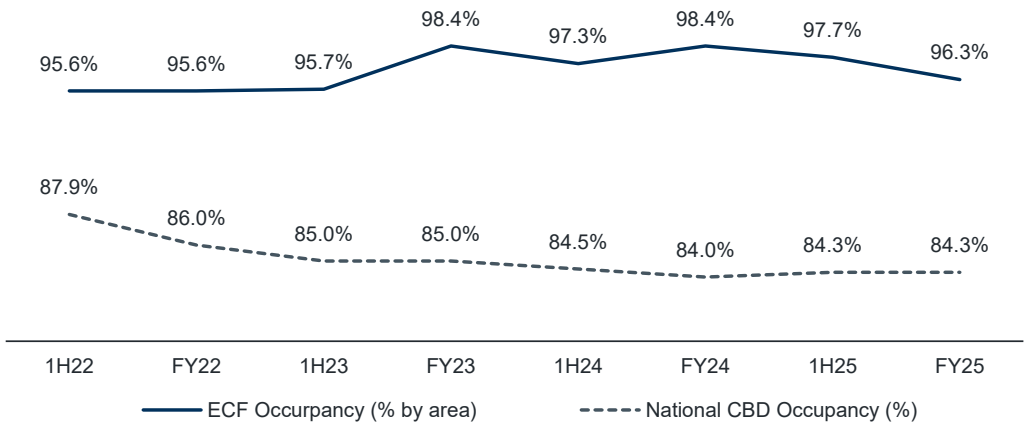
The total portfolio value increased by 58.4% to $609.5 million as at 30 June 2022. The valuation uplift was largely driven by the acquisition of a 49.9% interest in Harris Property Trust for $43.5 million, which contributed to the uplift as the equity investment in 19 Harris Street was valued at $92.3 million on a look-through basis as at 30 June 2022. However, growth in the portfolio value between 31 December 2021 and 30 June 2022 also reflects successful execution of strategic leasing and asset management initiatives across the portfolio, coupled with capitalisation rate compression of 24 bps from 31 December 2021 to a WACR 6.09% as at 30 June 2022.

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Since 30 June 2022, however, the total portfolio value has progressively declined, from $609.0 million as at 30 June 2022 to $495.3 million as at 30 June 2025. This decline corresponds to a material expansion of capitalisation rates over the period, rising from 6.09% as at 30 June 2022 to 7.79% as at 30 June 2025. The capitalisation rate expansion has been primarily driven by higher interest rates. While the capitalisation rate has progressively expanded, a slowing capitalisation rate expansion is observed, particularly from 30 June 2024 onwards. This moderation in FY25 suggests that the bulk of the repricing impact has already been absorbed, which coincides with the Reserve Bank of Australia (**RBA**) starting a cycle of cash rate easing in February 2025. The negative impact of capitalisation rate expansion has been partially mitigated by year-on-year growth in market rents, underpinned by a rental growth rate of 6.8%, 4.7% and 3.5% in FY23, FY24 and FY25 respectively.

ECF Occupancy (by area) from 2022 to 2025



Source: Kroll analysis.

Since 1H22, ECF's portfolio occupancy consistently ranged between 95% to 98%, on average 11.8% higher than the national CBD occupancy over the period.[55] This in part reflects ECF's focus on active leasing and high tenancy retention. As at 30 June 2025, occupancy was 96.3%, 12.0% higher than the national CBD Occupancy of 84.3%. However, this has since decreased to approximately 91% in September 2025 due to the expiry of the original lease to CPB Contractors at WorkZone West.[56] Ahead of the expiry, ECF has pre-leased 71% of the building, with active enquiries being undertaken on the remaining vacancies.

7.5.4 Tenant profile

The tenant mix of ECF's investment portfolio is well diversified and weighted towards the professional services, real estate, and technology sectors. Collectively, these three sectors represented 68.0% of the tenant mix (weighted by value) as at 30 June 2025. In addition, 89% of tenants by NLA comprised government bodies, listed corporates, or multinational companies.

[55] Calculated as the average of the differences between ECF's occupancy and the national CBD occupancy rates as at 1H22, FY22, 1H23, FY23, 1H24, FY24, 1H25 and FY25.
[56] ECF FY25 Results Presentation.

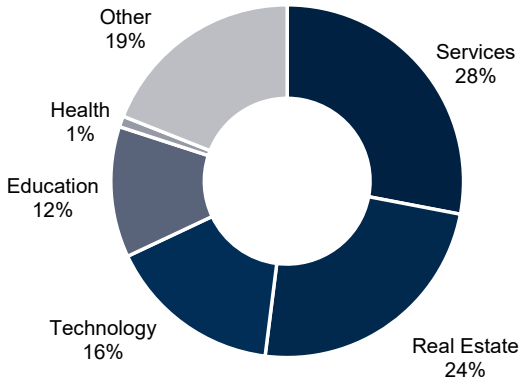
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The sector diversification of ECF's investment portfolio by NLA as at 30 June 2025 is presented in the following table.

Tenant Sector Diversification (by NLA) in FY25



Source: ECF FY25 Results Presentation.

Key tenants of ECF's investment portfolio by property as at 30 June 2025 is presented in the following table.

Key tenants as at 30 June 2025

Assets	Major tenants
WorkZone West	CPB Contractors, Vocus, NBN
200 Adelaide Street	Hub Australia
Limestone Centre	West Moreton Health, Life without Barriers
Campus DXC	DXC Technology
Nexus Centre	Department of Veterans' Affairs, Coles, NAB, Wesfarmers
34 Corporate Drive	Abacus DXC, Alliance Pharma, Optus
Garema Court	Australian Government
50 Cavill Avenue	Mantra, Regus, Sunshine Loan Centres, Bank of Queensland
19 Harris Street	Thomson Reuters, ITV, MCI, McGrath Real Estate

Source: ECF FY25 Results Presentation.

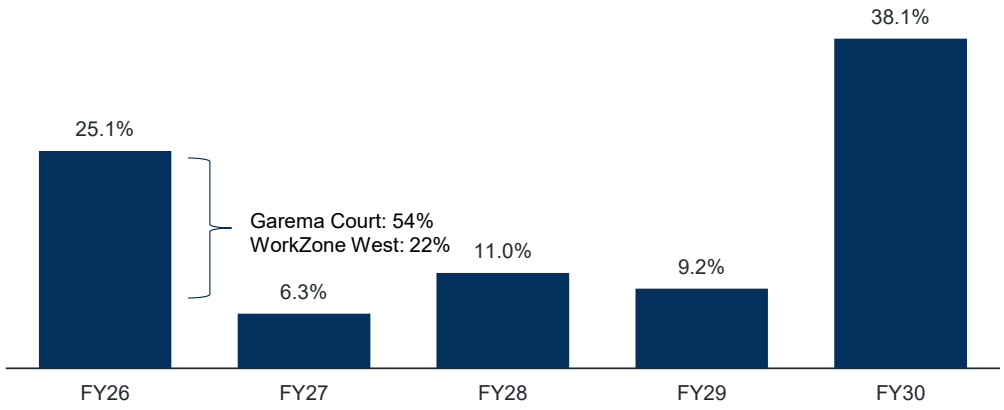
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7.5.5 Lease Expiry Profile

The lease expiry profile of ECF's investment property portfolio is presented in the following chart.

ECF Investment Portfolio Lease Expiry Profile (by NLA)



Source: ECF FY25 Results Presentation.

With respect to ECF's lease expiry profile, we note:

- on average, 17.9% of the total investment property portfolio leases are set to expire each year from FY26 to FY30, based on NLA;
- by NLA, approximately 25.1% of the portfolio's leases are due to expire in FY26. Major expiries are attributable to leases at Garema Court (which represented approximately 13.4% of total NLA of ECF's investment portfolio as at 30 June 2025) and WorkZone West (5.5%);
- in relation to Garema court, active renewal discussions are underway with the current Commonwealth Government tenant, Department of Employment and Workplace Relations, with a renewal outcome expected;[57] and
- meanwhile, for WorkZone West, the head lease with CPB Contractors (which constitutes approximately 47% of total NLA at WorkZone West) was due to expire in August 2025. Approximately 71% of the property was leased pre this expiry, with active enquiries being undertaken on the remaining vacancies.

[57] ECF FY25 Results Presentation.

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7.6 Financial performance

7.6.1 Historical financial performance

ECF's financial performance for FY23, FY24 and FY25 is summarised as follows.

ECF Financial Performance ($ millions)

	FY23 Audited	FY24 Audited	FY25 Audited
Statutory rental income	42.0	42.1	40.5
Adjustments	3.5	5.2	7.6
Outgoings reimbursements	8.2	8.6	9.8
ECF Share of Harris Property Trust Income	6.2	5.6	6.5
Gross property income[1]	**60.0**	**61.5**	**64.4**
Property expenses	(12.3)	(12.6)	(14.3)
Net property income	**47.7**	**48.9**	**50.1**
Borrowing costs	(7.1)	(10.3)	(9.0)
Investment management fees, other expenses	(5.7)	(5.5)	(5.7)
Funds From Operations (FFO)[2]	**34.9**	**33.1**	**35.4**
Fair value adjustments on investment property	(48.2)	(35.3)	(22.6)
Straight lining, amortisation, other[3,4]	(18.8)	(24.5)	(18.2)
Statutory Net Profit	**(32.2)**	**(26.7)**	**(5.4)**
Statistics			
Gross property income growth	*23.1%*	*2.5%*	*4.7%*
Net property income growth	*22.0%*	*2.4%*	*2.5%*
FFO growth	*15.7%*	*(4.9)%*	*6.9%*
Net property income margin	*79.6%*	*79.5%*	*77.8%*
FFO margin	*58.1%*	*53.9%*	*55.0%*
Interest cover[5]	*8.4x*	*4.7x*	*4.4x*

Source: ECF Annual and Half-Yearly Reports, Kroll Analysis
Notes:
1. Gross rental income is a ECF management metric that includes ECF's share of income earned from its equity accounted investment in 19 Harris Street. It also adjusts statutory rental income for non-cash items such as straight-lining of rental income, amortisation of rent-free incentives, and amortisation of leasing costs.
2. FFO has been determined in accordance with the Property Council Guidelines and adjusted for amortisation of borrowing costs and manager contributions. FFO represents the Directors' view of underlying earnings from ongoing operating activities, being statutory profit/(loss), adjusted for non-cash and other items such as property revaluations, derivative mark-to-market impacts, amortisation of tenant incentives and contribution from manager, gains/losses on sale of investment properties, straight-line rental adjustments, non-FFO tax expenses/benefits and other unrealised one-off items. FFO includes ECF's proportional ownership of 19 Harris Street's FFO, which is held as an equity accounted investment.
3. Includes fair value adjustments of interest rate swaps and capital notes, amortisation of capitalised leasing costs and rental abatements and debt establishment costs recognised in the Statement of Profit or Loss.
4. Includes share of profit offset by distribution receivable from equity investment of 19 Harris Street.
5. Calculated as ECF management's Net Income divided by Interest Costs.

In relation to the financial performance of ECF from FY23 to FY25, we note:

- gross property income increased by 23.1% in FY23 primarily due to the first full year contribution from ECF's 49.9% interest in 19 Harris Street, together with increases in market rent and high occupancy. Statutory rental income from consolidated assets remained broadly flat in FY24 and declined in FY25, primarily reflecting stabilised market rents and a modest fall in occupancy in FY25. Growth in gross property income across these years was instead driven by higher contributions from 19 Harris Street, increased outgoings reimbursements (linked to inflationary price increases on cost pass-throughs), and higher non-cash adjustments;
- property expenses, predominantly comprised of rates, taxes and other property-related expenses, rose at a compound annual growth rate **(CAGR)** of 6.4% between FY23 and FY25, driven by higher inflation and taxes/rates;

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- borrowing costs increased significantly to $10.3 million in FY24 as a result of refinancing of existing debt, which increased the average all-in cost of debt from 3.63% per annum in FY23 to 4.44% per annum in FY24. Borrowing costs declined to $9.0 million in FY25, aided by interest income associated with the Harris Street capital notes;
- investment management fees and other expenses have slightly declined from FY23 to FY25, predominantly driven by lower group management fees paid to Elanor Investors Group and its controlled entities, as shown in the following table:

ECF Management Fees and Other Expenses

	FY23 Audited	FY24 Audited	FY25 Audited
Management fees			
Management fees for consolidated properties	3.4	2.9	3.0
Management fees for 19 Harris Street (49.9% interest)	0.7	0.6	0.6
Total management fees	**4.1**	**3.6**	**3.6**
Fund Expenses			
Fund expenses for consolidated properties	1.6	1.9	2.0
Fund expenses for 19 Harris Street (49.9% interest)	0.1	0.1	0.1
Total fund expenses	**1.6**	**1.9**	**2.1**
Investment management fees, other expenses	**5.8**	**5.5**	**5.7**
Investment management fees, other expenses as a % of Total Assets[1]	*1.00%*	*1.03%*	*1.02%*

Source: ECF Annual Reports, Kroll analysis.
Note 1: Total Assets as at the end of the period. Includes 49.9% interest in 19 Harris Street.

- FFO declined by 4.9% in FY24, impacted by higher borrowing costs in FY24, before increasing by 6.9% in FY25 as a result of higher gross property income offset slightly by higher property expenses;
- statutory net losses reduced in FY24 and FY25 as a result of lower negative fair value adjustments on property valuations in both FY24 and FY25.

7.6.2 Distributions

ECF's distributable income and distributions for the years FY23, FY24 and FY25 are summarised as follows.

ECF Distributions

	FY23 Audited	FY24 Audited	FY25 Audited
Weighted average number of ECF Securities on issue (millions)	316.6	316.6	376.8
Earnings per ECF Security (cents)	(10.2)	(8.4)	(1.4)
FFO per weighted average ECF Security (cents)	11.0	10.5	9.4
Distribution per ECF Security (cents)	9.5	8.5	7.5
Payout ratio[1]	**86.3%**	**81.2%**	**79.8%**

Source: ECF Annual and Half-Year Reports, Kroll analysis.
Note 1: Payout ratio is calculated as distribution per security divided by FFO per security.

ECF reported statutory net losses over FY23 to FY25, primarily due to non-cash fair value adjustments to investment properties. However, ECF's distributions are determined with reference to FFO, which adjusts for such non-cash items and better reflects underlying cash earnings. ECF's distribution policy is to distribute 80% to 100% of FFO.

FFO remained positive across the period, enabling ECF to maintain distributions. Distributions per ECF Security were stable in FY23 at 9.5 cents, before declining in FY24 and FY25, reflecting a decline in FFO per ECF Security as well as lower payout ratios. In the periods presented, ECF's payout ratio ranged from 79.8% to 86.3%, sitting at the low end of the target distribution payout ratio.

A quarterly distribution with respect to 4Q25 of 1.875 cents was declared on 23 June 2025 and was paid on 1 September 2025.

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7.6.3 Tax

Under ECF's current structure and existing legislation, the fund is not subject to income tax as securityholders are entitled to the income of the Fund.[58]

7.6.4 Outlook

On the release of the FY25 results on 26 August 2025,[59] ECF provided FY26 FFO guidance of 7.5 to 8.0 cents per ECF Security, with solid portfolio occupancy supporting continued strong income. In addition, ECF also provided FY26 distribution guidance of 6.5 cents per ECF Security, reflecting a payout ratio of 84% and a 10.5% yield (relative to ECF's Security price as at 30 June 2025).

[58] ECF Appendix 4E Preliminary Final Report FY2025.
[59] ECF FY25 Results Presentation.

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7.7 Financial position

ECF's statement of financial position as at 30 June 2023, 30 June 2024 and 30 June 2025 are as follows.

ECF Financial Position ($ millions)

	30 Jun 2023 Audited	30 Jun 2024 Audited	30 Jun 2025 Audited
Current Assets			
Cash and cash equivalents	8.0	7.7	10.5
Receivables	0.6	0.8	1.3
Prepayments	0.3	0.3	0.6
Other current assets	0.0	0.0	0.0
Derivative financial instruments	4.0	3.1	1.3
Total Current Assets	**13.0**	**11.8**	**13.7**
Non-Current Assets			
Investment property	475.6	443.7	426.4
Equity accounted investments[1]	31.6	17.2	12.6
Derivative financial instruments	4.6	2.9	0.2
Capital notes	-	-	40.2
Total Non-Current Assets	**511.8**	**463.8**	**479.3**
Total Assets	**524.8**	**475.6**	**493.0**
Current Liabilities			
Trade and other payables	5.0	6.1	7.8
Interest bearing liabilities	80.2	70.0	-
Manager contribution	0.9	0.9	0.9
Rent received in advance	1.5	1.0	1.6
Distribution payable	7.4	6.7	7.6
Total Current Liabilities	**95.0**	**84.8**	**17.9**
Non-Current Liabilities			
Interest bearing liabilities	109.3	124.9	194.5
Manager contribution	2.7	1.8	0.8
Total Non-Current Liabilities	**112.0**	**126.6**	**195.3**
Total Liabilities	**207.0**	**211.4**	**213.3**
Net Assets	**317.8**	**264.2**	**279.7**
Contributed equity	343.5	343.5	390.1
Accumulated losses	(43.3)	(95.9)	(126.6)
Parent entity interest	**300.2**	**247.6**	**263.6**
Elanor Commercial Property Fund I	300.2	247.6	263.6
Elanor Commercial Property Fund II	17.6	16.6	16.1
Total equity attributable to ECF Securityholders	**317.8**	**264.2**	**279.7**
Statistics			
Number of ECF Securities on issue at period end ('000)	*316.6*	*316.6*	*376.8*
NTA per ECF Security ($)[2]	*1.00*	*0.83*	*0.69*
Balance sheet gearing[3]	*35.1%*	*39.9%*	*38.1%*
Look-through gearing ratio[4]	*40.7%*	*45.7%*	*44.3%*

Source: ECF Annual and Half Year Reports; Kroll analysis.
Notes:
1. Equity accounted investments include a 49.9% ownership interest in the Harris Property Trust
2. Calculated as net tangible assets divided by number of securities at the end of the period.
3. Balance sheet gearing is calculated as bank debt less cash divided by total assets less cash.
4. Look-through gearing ratio is calculated the same as balance sheet gearing, but includes equity accounted investments on a look through basis.
5. Figures may not add due to rounding.

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In relation to the financial position of ECF as at 30 June 2025:

- ECF's total value of investment properties of $426.4 million includes the office assets that ECF owns on a 100% basis (refer to Section 7.5 of this report). These properties were independently and externally valued as at 30 June 2025. The total value of investment properties does not include ECF's investment in the Harris Property Trust;
- equity accounted investments includes ECF's 49.9% equity interest in the Harris Property Trust, which holds the 19 Harris Street investment property. ECF's equity accounted interest in the Harris Property Trust as at 30 June 2025 of $12.6 million is illustrated as follows:

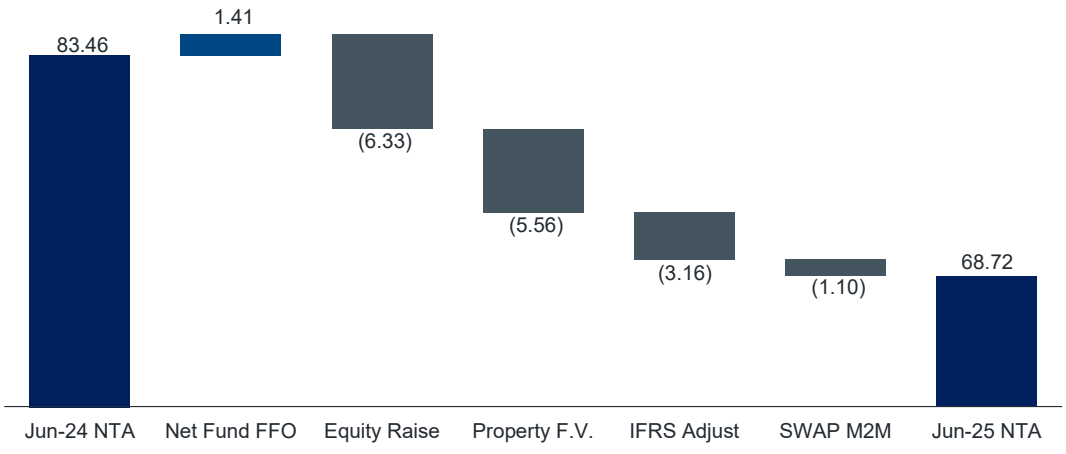
ECF's Interest in the Harris Property Trust ($ millions)

	100% basis	49.90% interest basis
Underlying property asset (19 Harris Street)	138.0	68.9
Net debt	(110.5)	(55.3)
Other assets / (liabilities) (net)	(2.3)	(1.1)
Net assets of the Harris Property Trust	**25.2**	**12.6**

Source: ECF Management, ECF FY25 Appendix 4E Preliminary Final Report FY2025.

- interest bearing liabilities relate to three secured debt facilities and a capital expenditure facility (refer to Section 7.8 of this report for further details);
- on 30 November 2024, ECF invested in the Harris Street Notes, acquiring 38,313 notes representing 95.8% of the total issuance for a value of $38.3 million;
- ECF's net assets decreased by 12.0% from 30 June 2023 to 30 June 2025, mainly reflecting the impact of valuation declines in ECF's investment property portfolio (refer to Section 7.5.3 of this report);
- NTA per ECF Security declined by 17.0% during FY24, followed by a further 17.7% in FY25. The movement in NTA per ECF Security over FY25 is highlighted in the following chart, and is driven predominantly by the equity raising for the capital notes, declines in the fair value of ECF's investment portfolio as well as IFRS adjustments stemming from amortisation expenses,[60] straight lining of rental income and share of profit from equity accounted investments and transaction and establishment costs; and

NTA per ECF Security Movement From FY24 to FY25 (NTA per ECF Security (cents))



Source: ECF FY25 Results Presentation.

- ECF targets gearing within a range of 30 to 40%.[61] ECF's balance sheet gearing declined from 39.9% as at 30 June 2024 to 38.1% as at 30 June 2025, remaining within the range.

[60] Amortisation expenses includes the amortisation of capitalised leasing costs and rental abatements, and debt establishment costs recognised in the Statement of Profit or Loss.
[61] Gearing is calculated as bank debt less cash divided by total assets less cash.

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7.8 Debt financing

ECF's debt financing is underpinned by bank loans. ECF's borrowings at 30 June 2025 are summarised as follows.

Borrowings ($ millions)

Type	Facility Limit	Undrawn	Drawn	Maturity Date
Bank loan - term debt	214.7	20.0	194.7	November 2027[1]
Less: Unamortised borrowing costs	-	-	(0.2)	-
Balance sheet debt	**214.7**	**20.0**	**194.5**	**n.a.**

Source: ECF FY25 Annual Report and Results Presentation, Kroll analysis.
Note 1: As at 30 June 2025, the bank loans had a maturity of 31 August 2026. In September 2025, ECF executed a refinancing of its existing debt facilities with its external financier.

Following the refinance, ECF had access to debt facilities totalling $214.7 million, comprising three secured debt facilities ($80.0 million, $75.0 million and $39.7 million), and a $20.0 million capex facility. The extension increases ECF's weighted average debt maturity from 1.17 years to 2.4 years. As at 30 June 2025, ECF had an average all-in cost of debt of 4.39%.

ECF has total liquidity of $30.5 million, with $10.5 million of cash and cash equivalents and $20.0 million of undrawn bank facilities as at 30 June 2025. The bank loans are secured by charges over the investment properties.

All of ECF's debt expires in the financial year ending 30 June 2028.

7.8.1 Financial covenants

The financial covenants relating to ECF's interest-bearing liabilities and ECF's actual performance with respect to each of those covenants, are set out in the following table.

Actual Performance Against Financial Covenants

Financial Metric	Covenant	Actual Performance		
		30 June 2023	30 June 2024	30 June 2025
Loan to valuation ratio	< 52.5%	42.0%	44.0%	39.2%[1]
Interest coverage ratio	> 3.0x / >2.0x[2]	8.4x[3]	4.7x	4.4x

Source: ECF FY25 Annual Report, Kroll analysis.
Notes:
1. Loan to valuation ratio (**LVR**) excludes Harris Street which is contained in a special purpose vehicle with no recourse to ECF.
2. In FY25, the interest coverage ratio (**ICR**) covenant was decreased to 2.0x from 3.0x previously.
3. Includes the hedge reset in August 2023.

ECF was fully compliant with debt covenants throughout the period from FY23 to FY25.

7.8.2 Derivative financial instruments

To manage interest rate risk on its debt facilities, ECF employs derivative financial instruments in the form of interest rate swaps to convert a significant portion of its floating-rate borrowings into fixed-rate obligations. These instruments are used solely for hedging purposes and not for trading or speculation.

As at 30 June 2025, interest rate swaps were in place that fixed the interest expense on approximately 76.9% of ECF's variable loan principal outstanding. The remaining approximate 23.1% of borrowings remain exposed to changes in market interest rates.

Derivative financial instruments were recorded as a $1.5 million asset as at 30 June 2025. Any fair value movement of the interest rate swaps are recognised in the profit and loss.

7.9 Capital structure and ownership

As at 24 September 2025, there were 407,002,325 ECF Securities on issue.

As at 28 August 2025, ECF had 2,858 registered securityholders. The top 20 registered securityholders accounted for 61.2% of securities and mainly included institutional nominees. Retail investors (holders of less than 100,000 or fewer securities) accounted for 88.8% of securityholders and 13.4% of securities.

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ECF has received a notice from the following substantial securityholders.

ECF Substantial Securityholders

Substantial Securityholder	Date of Notice	Number of Securities	Percentage Interest
PEJR Investments Pty Ltd[1]	17 September 2025	128,611,852	31.60%
Kenxue Pty Ltd and Aloran Pty Ltd	31 October 2024	31,791,947	7.81%
Harvest Lane Asset Management Pty Ltd	19 September 2025	24,603,891	6.05%

Source: ASX website.
Note 1: PEJR Investments Pty Ltd and Lederer are associates by virtue of each entity being controlled by the Lederer Group.

7.10 Security price performance

7.10.1 Overview

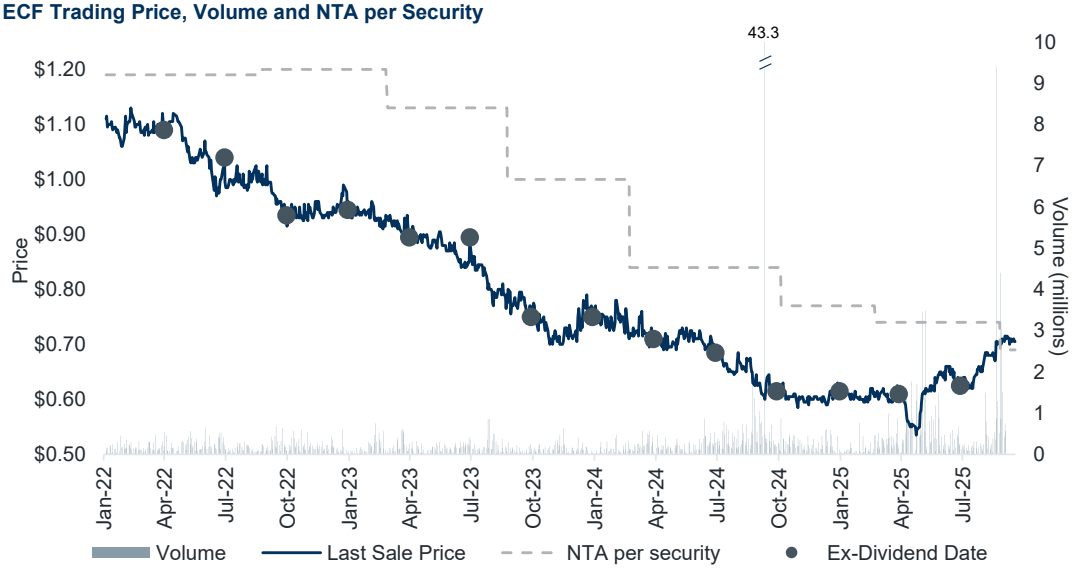
In assessing ECF's security price performance, we have:

- analysed the trading price and volume of ECF Securities relative to NTA per ECF Security since 1 January 2022;
- compared the ECF security price movement to the S&P/ASX 200 Index (ASX 200 Index), the S&P/ASX 200 A-REIT Index (A-REIT Index) and a Kroll-constructed Office A-REIT index (Kroll Office A-REIT Index)[62] since 1 January 2022;
- compared the discount to NTA for ECF relative to those for listed office A-REITs since 1 January 2022; and
- assessed the VWAP and trading liquidity of ECF Securities for the period up to 1 August 2025, the last trading day prior to the announcement of the Offer.

7.10.2 Recent trading price, volume and NTA per ECF Security

The trading price, volume and NTA per ECF Security from 1 January 2022 is illustrated as follows.

ECF Trading Price, Volume and NTA per Security



Source: S&P Capital IQ and Kroll analysis. NTA per security is shown at date of announcement.

From January 2022, the price of ECF Securities declined steadily, primarily as a result of declining sentiment and an expectation that rising interest rates would result in higher capitalisation rates and lower

[62] The Kroll Office A-REIT Index is a market cap-weighted index comprised of Abacus, Centuria Office REIT, Cromwell Property Group, Dexus, Eleanor Commercial Property Fund, GDI Property Group and 360 Capital REIT

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property valuations in the office sector. From January 2022 until the last trading day before the announcement of the Offer, ECF Securities traded at an average discount to NTA of 19.9%.

The ECF security price declined by 15.8% from 1 January 2022 to close at $0.935 on 24 February 2023, whilst NTA per security remained firm or increased, resulting in an increase in the discount to NTA per ECF Security to 22.1% over the period. This likely reflects:

- an expectation that successive increases in the official cash rate from May 2022 until February 2023 (325 pbs in aggregate) would lead to increased funding costs, capitalisation rate expansion and lower property valuations across the A-REIT sector;
- the lag between movements in listed security prices and property valuation adjustments, as property valuers typically wait for sufficient market transaction evidence before adjusting capitalisation rates and asset values;
- sector specific concerns regarding office markets, including subdued tenant demand due to hybrid working arrangements contributing to elevated sublease vacancies, a "flight to quality" benefiting premium assets but pressuring secondary assets, rising tenant incentives weighing on effective rents, and uncertainty regarding the long-term outlook for occupancies and market rental growth; and
- completion of an equity raising in May 2022, comprising $36.6 million at a 12.3% discount to NTA per ECF Security of $1.19 and 5.0% discount to the last traded price of $1.095 on 26 April 2022. The proceeds were utilised to fund the acquisition of a 49.9% stake in the Harris Street Fund.

From 24 February 2023 until 3 October 2024, the ECF security price continued to decline and closed at a low of $0.615, whilst NTA per security also declined, likely reflecting:

- continued weakness in the A-REIT sector due to macroeconomic uncertainty, including persistent inflation and continued investor caution around office real estate exposure;
- a further 100 bps increase in the official cash rate during 2023, placing additional pressure on capitalisation rates and funding costs;
- a 'catch up' in capitalisation rate expansion reflected in property valuations following an aggregate of 425 bps increase in the official cash rate;
- an increase in gearing to 35.1% as at 30 June 2023 (40.7% on a look through basis) from 30.8% as at 30 June 2022 (36.3% on a look-through basis), largely as a result of reductions in property valuations;
- announcement on 10 August 2023 of proposed sales of the Nexus Centre (Brisbane, QLD) and Limestone Centre (Ipswich, QLD) for a combined gross sale price of $72.7 million (net sale price of approximately $65 million, representing a 4.9% discount to the 30 June 2023 independent valuations of the properties).[63] Proceeds from the sale of the properties were intended to be used to reduce gearing. On 26 September 2023, it was announced that the counterparty, Quantuna Pty Ltd, had withdrawn from the proposed sale of Nexus Centre and Limestone Centre;
- announcement on 23 August 2024 that trading in Elanor was suspended pending release of its financial position while it evaluated options to stabilise and maintain its financial position. Elanor is the ASX-listed parent of EFML and EAS, the responsible entity and Manager of ECF, respectively. The suspension raised concerns regarding the stability of the Elanor platform and contributed to a decline of 3.1% in the ECF security price on that day;
- announcement of ECF's financial results on 26 August 2024, which indicated an increase in balance sheet gearing to 39.9% and look-through gearing to 45.7%, at the high end of ECF's target gearing ratio of 30% to 40%; and
- announcement on 9 September 2024 of a strategic partnership with Lederer Group under which Lederer Group acquired Elanor's 12.6% interest in ECF (resulting in 43.3 million securities being traded on that day) and would underwrite a potential rights issue at $0.60 per security.

As a result, notwithstanding the decline in the NTA, the discount to NTA increased to 26.8% on 3 October 2024.

[63] ECF ASX Announcement, 10 August 2023.

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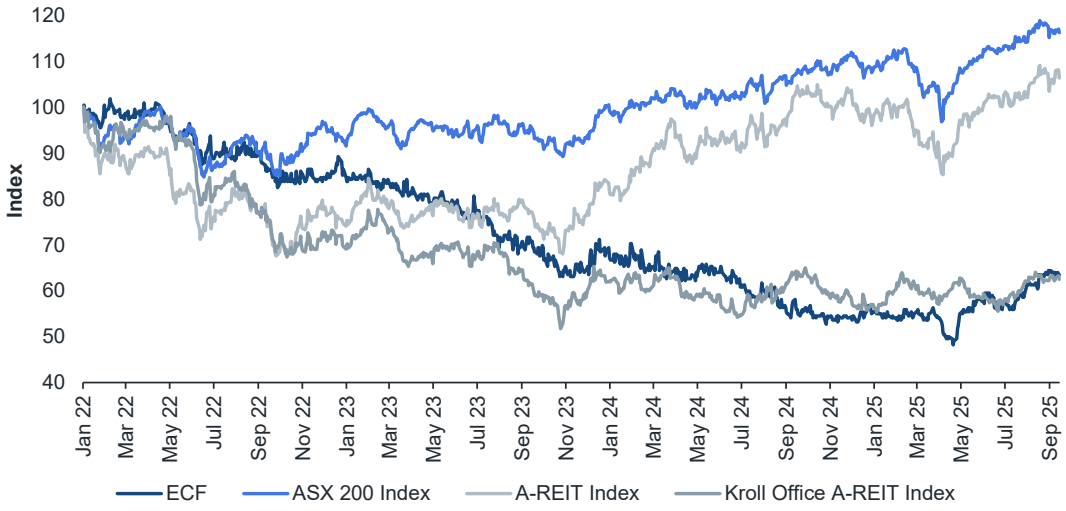
On 4 October 2024, ECF announced a $52 million entitlement offer at an issue price of $0.58. The issue price represented a 5.7% discount to the last close of $0.615 on 3 October 2024 and a 30.1% discount to 30 June 2024 NTA of $0.83 per security. The rights issue would reduce balance sheet gearing from 39.9% at 30 June 2024 (at the high end of ECF's target range of 30% to 40%) to 38.1% and provide funding flexibility for near term value additive capital expenditure and leasing incentive, however, would reduce NTA per security from $0.83 as at 30 June 2024 to $0.77 (pro forma basis). Subsequently the ECF security price stabilised and traded in the range of $0.585 to $0.630 until 7 April 2025, whilst property valuations and NTA per security continued to be revised downwards, reflecting the lag in the adjustment of capitalisation rates.

From early-April 2025 the ECF security price declined along with the broader equity market, likely reflecting investor caution in response to ongoing macroeconomic and geopolitical uncertainty regarding the United States' decision to apply reciprocal tariffs on imports. The subsequent recovery, evidenced by a close of $0.665 on 1 August 2025 (the last trading day before the announcement of the Offer), coincided with easing inflation expectations and shifts in monetary policy sentiment. This period corresponded with two reductions in the RBA's official cash rate from 4.10% to 3.60%, resulting in the market's expectation that the property sector may have reached a cyclical low and would commence a period of recovery.[64] Meanwhile, property valuations remained steady, narrowing ECF's discount to NTA to 10.1% on 1 August 2025.

7.10.3 Relative security price performance

While ECF is not a constituent of the ASX 200 Index or the A-REIT Index, the following chart sets out the performance of ECF Securities relative to these indices and the Kroll Office A-REIT index since 1 January 2022.

ECF Relative Security Price Performance



Source: S&P Capital IQ and Kroll analysis.
Note 1: The Kroll Office A-REIT Index is a market capitalisation weighted index comprised of ECF, Dexus, 360 Capital REIT, Centuria Office Fund REIT, Cromwell Property Group, GDI Property Group and Abacus. Due to its demerger, Abacus has been included in the index from August 2023, subsequent to the spin-off of Abacus Storage King as a separately listed entity.

From January 2022 until November 2023, the ECF security price, A-REIT Index and Kroll Office A-REIT Index underperformed the ASX 200 Index, potentially reflecting the relatively greater impact of monetary policy tightening (which commenced in May 2022) on property valuations relative to the impact on the broader sharemarket.

From November 2023, the A-REIT Index increased along with the ASX 200 Index, reflecting a recovery in certain asset classes (e.g. industrial/logistics and alternative real estate, which had stronger demand drivers and outlooks when compared to office exposed A-REITs including ECF). Meanwhile, ECF and the Kroll Office A-REIT Index continued to decline. From October 2024, the ECF security price and Kroll Office A-

[64] Source: "The 'pressure cooker' set to push property valuers higher," Chanticleer, AFR, 22 August 2025.

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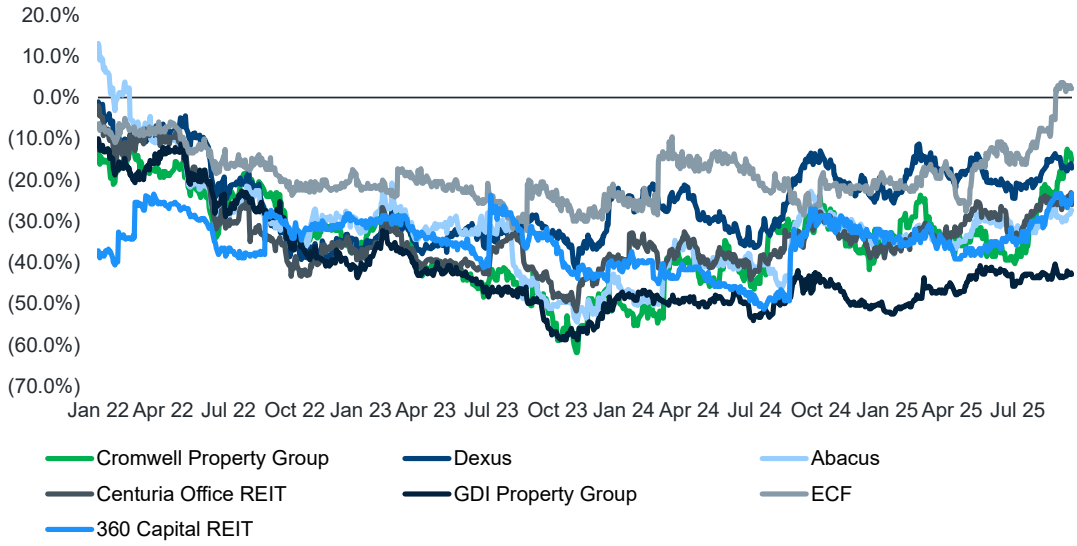
REIT Index stabilised, however, continued to trail the performance of the broader equity market and ASX 200 A-REIT Index.

In the months leading up to the Offer, easing inflation and reductions in the RBA's cash rate (in May and August 2025) supported a broader equity market and sector-wide rally. However, office REITs, including ECF, lagged the recovery seen in these indices.

Since the announcement of the Lederer Group's intention to make the Offer on 4 August 2024, the A-REIT Index has increased by 2.8%, surpassing the increase in the ASX 200 Index (1.2%) and the Kroll Office A-REIT Index (which decreased by 0.6%). The increase in the A-REIT Index was due to strong performance of diversified property groups, including Charter Hall Group, GPT Group, Scentre Group Limited, and Stockland Corporation Ltd, following financial results that were at the top end of FY25 guidance and with strong outlooks for FY26.

The price to NTA for ECF and office A-REITs is set out as follows.

Price to NTA for Office A-REITs



Source: S&P Capital IQ and Kroll analysis.

Since early 2022, ECF and other office A-REITs have traded at a discount to NTA. This likely reflects an expectation that office property values would decline, however, property valuations were slow to adjust due to an absence of market transactions. As discussed in Section 7.5.3 of this report, property values have declined as a result of the impact of the trend towards working from home on occupancy and rental growth as well as the impact of tightening monetary policy since May 2022 on capitalisation rates.

ECF's discount to NTA was generally narrower than that of its office exposed A-REIT peers. This may reflect its relatively high distribution yield compared to its office exposed A-REIT peers, as well as exposure to the South East Queensland market which has been relatively resilient when compared to other markets, particularly Melbourne and Sydney.

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On 1 August 2025, the last trading day before the announcement of the Offer, ECF and A-REITs with a focus on the office property sector were trading at the following discounts to NTA.

Discount to NTA for ECF and Office A-REITs

A-REIT	Portfolio Weighting		Office composition by grade		Premium/(Discount) to NTA	
	Office	Other	Premium / A Grade	B Grade	1 August 2025[1]	24 September 2025
ECF	100%	-	67%	33%	(10.1%)	2.2%
Abacus	56%	44%	77%	23%	(31.4%)	(27.9%)
Dexus	41%	59%	96%	4%	(20.1%)	(18.5%)
Centuria Office REIT	100%	-	93%	7%	(26.7%)	(26.3%)
Cromwell Property Group	100%	-	75%	25%	(27.2%)	(14.3%)
GDI Property	82%	18%	89%	11%	(43.7%)	(43.3%)
360 Capital REIT	84%	16%	100%	-	(29.2%)	(25.0%)

Source: S&P Capital IQ and Kroll analysis.
Note 1: Last trading day before Lederer Group announced its intention to make an off-market takeover offer to acquire ECF.

7.10.4 Liquidity

The volume of trading in ECF Securities, including the VWAP for various periods up to 1 August 2025, the last trading day prior to the announcement by ECF that the Lederer Group intended to make the Offer, is set out as follows.

ECF Liquidity Pre Announcement of the Offer

Period	Price ($)			Cumulative value ($ million)	Cumulative volume (million)	Percentage of issued capital	Percentage of free float[2]
	Low[1]	High[1]	VWAP				
1 day	0.65	0.67	0.65	0.2	0.3	0.1%	0.1%
1 week	0.63	0.67	0.65	0.9	1.3	0.3%	0.5%
1 month	0.62	0.67	0.64	3.2	5.1	1.2%	1.9%
3 months	0.59	0.67	0.62	20.7	33.1	8.1%	12.5%
6 months	0.54	0.67	0.60	39.7	65.9	16.2%	24.9%
12 months	0.54	0.67	0.60	94.8	157.6	38.7%	59.6%

Source: IRESS.
Notes:
1. The low and high prices include intraday trades.
2. Free float excludes PEJR Investments Pty Ltd's 27.21% and Kenxue Pty Ltd and Aloran Pty Ltd's 7.81% interest in ECF Securities as at 1 August 2025.

In the 12 months to 1 August 2025, 38.7% of ECF securities were traded (59.6% of free float). This level of trading indicates that ECF securities were reasonably liquid.

8 Valuation of ECF

8.1 Approach

Our valuation of an ECF Security is based on the net assets approach. For A-REITs that passively hold portfolios of investment properties, this methodology is most commonly adopted as it reflects the fair value of the underlying property assets, net of liabilities, on a control basis.

Other valuation methodologies (such as capitalisation of earnings and discounting of cash flows of the entity as a whole) are generally not used, as they risk double-counting assumptions already embedded in the property valuations. Accordingly, the net assets approach is the preferred method for ECF, as its value resides in its underlying property portfolio rather than in the ongoing operations of the Fund.

The net assets methodology requires a valuer to determine the market value of the assets and liabilities at the valuation date before adjusting for fund-level corporate costs and any other items not appropriately

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reflected in the reported net assets. Adjustments include cash generated up to the close of the Offer Period that is available to ECF Securityholders, the capitalisation of residual management overheads, reversal of capitalised borrowing costs that do not reflect economic value, and the reversal of accounting liabilities (such as amortised manager contributions) that do not represent future economic outflows.

The resulting value represents the market value of the underlying assets on a going-concern basis. This differs from the amount that might be realised on a winding up of the entity, where capital gains taxes and other exit costs may apply.

We have also considered whether it is appropriate to apply a premium in excess of the sum of the value of individual properties, having regard to the specific characteristics of ECF's investment property portfolio.

In order to cross-check our assessed values we have considered the implied multiples, distribution yields, and premiums/discounts to NTA against those observed for comparable listed A-REITs, as well as premiums and discounts implied in relevant precedent transactions.

8.2 Net assets valuation

8.2.1 Summary

Kroll has assessed the value of an ECF Security to be in the range of $0.73 to $0.75.

Our range of assessed values is based on ECF's audited NTA as at 30 June 2025 of $279.7 million (approximately $0.69 per ECF Security). Adjustments have been made to derive a value per ECF Security including a premium as follows.

Valuation of an ECF Security

	Section Reference	Valuation Range	
		Low	High
Audited NTA as at 30 June 2025	**8.2.2**	**279.7**	**279.7**
Add:			
Change in valuation of 49.9% interest in 19 Harris Street	8.2.3	-	-
Stamp duty savings	8.2.4	17.1	17.1
Earnings from 1 July 2025 to 13 October 2025	8.2.5	12.1	12.3
Non realisable assets/(liabilities)(net)	8.2.7	1.6	1.6
Less:			
Capitalised corporate overheads (net of savings)	8.2.6	(13.7)	(6.0)
Derivatives mark-to-market movements	8.2.8	(0.2)	(0.2)
Adjusted NTA		**296.5**	**304.5**
Diluted number of ECF Securities on issue (millions)	7.9	407.0	407.0
Adjusted NTA per ECF Security		**$0.73**	**$0.75**
Premium/(discount) to Adjusted NTA per ECF Security	8.2.9	-%	-%
Value per ECF Security		**$0.73**	**$0.75**

Source: Kroll analysis
Note 1: Table may not add due to rounding.

The value per ECF Security represents the aggregate full underlying value of ECF. As it is based on estimates of the full underlying value of each property in the portfolio, it is already a 'control' value (i.e. it assumes 100% ownership of the assets). In arriving at this value, we have adjusted the audited NTA as at 30 June 2025 to reflect the stamp duty savings associated with acquiring a portfolio of properties through ECF Securities (rather than individually acquiring the property assets), for earnings generated to the close of the Offer Period, for non-realisable assets/liabilities, for capitalised corporate overheads net of savings, and for marked-to-market movements in the value of derivatives.

The assessed range of values of $0.73 to $0.75 per ECF Security represents:

- a premium to the closing price of ECF Securities on 1 August 2025 ($0.665) in the range of 9.8% to 12.8%; and
- a premium to the one-month VWAP to 1 August 2025 ($0.636) in the range of 14.8% to 17.9%.

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With respect to these premiums, we note:

- the premium to the closing price of ECF securities implied by the assessed range of values straddles the low end of the range of the premiums to closing prices one day prior to announcements for transactions involving office A-REITS since 2012, which range between 9.4% and 24.1%; and
- the premium to one-month VWAP implied by the assessed range of values falls within the range of one-month VWAPs observed in transactions involving office A-REITS since 2012. As shown in Section 8.3.2 and Appendix 3 of this report, these range between 8.5% and 28.7%.

8.2.2 Net tangible assets

ECF's financial position on a consolidated, look-through basis as at 30 June 2025 is set out in detail in Section 7.7 of this report and summarised as follows.

ECF NTA as at 30 June 2025[1]

	$ millions
Cash	14.7
Investment Properties[2]	495.3
Receivables, other	4.0
Capital Notes	40.2
Total assets	**554.1**
Interest bearing liabilities[3]	253.7
Manager contribution	1.8
Distribution payable	7.6
Payables, other	11.3
Total liabilities	**274.4**
Audited NTA as at 30 June 2025	**279.7**

Source: ECF FY25 Results Presentation, Kroll analysis.
Notes:
1. Shown on a consolidated, look-through basis. In ECF's statutory financial statements, the 49.9% interest in the Harris Property Trust (which holds 19 Harris Street) is recorded as an equity-accounted investment at $12.6 million, representing ECF's share of the Trust's net assets. For the purposes of presenting the Fund's investment portfolio and NTA on a look-through basis, we have consolidated ECF's proportionate share of the Trust's assets and liabilities. On this basis, ECF's share of the 19 Harris Street property ($68.9 million) is included within the portfolio value of $495.3 million, with other Trust assets and liabilities shown within the corresponding line items of the NTA table.
2. Includes ECF's 49.9% interest in 19 Harris Street on a look-through basis.
3. Includes 49.9% of the Harris Street Capital Notes.

8.2.3 Investment properties

As at 30 June 2025, ECF's eight directly held investment properties were valued at $426.6 million. Independent, external valuations were obtained for all eight of these properties.

The remaining property, 19 Harris Street, is held through ECF's 49.9% interest in the Harris Property Trust. In ECF's statutory financial statements, this interest is carried as an equity-accounted investment at $12.6 million, which reflects ECF's share of the Harris Property Trust's net assets.

In the preceding table, ECF's interest in 19 Harris Street is presented on a look-through, consolidated basis, which shows ECF's proportionate share of the Trust's underlying assets and balances. On this basis, 100% of 19 Harris Street was valued at $138.0 million as at 30 June 2025, with ECF's 49.9% interest ($68.9 million) included within the $495.3 million value of investment properties. Other assets and liabilities of the Harris Property Trust, including $40.2 million of Capital Notes, are shown separately or proportionately consolidated into the relevant line items of the preceding NTA table.

We note that for ECF's audited 30 June 2025 financial position, 19 Harris Street had been last independently externally valued as at 16 September 2024, with the valuation subsequently rolled forward internally to 30 June 2025 for reporting purposes. An updated independent external valuation of 19 Harris Street was undertaken as at 31 August 2025, which resulted in no change to the carrying value as at 30 June 2025. Accordingly, no adjustment to NTA has been made for the purpose of our valuation.

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Additionally, assessing the value of ECF's 49.9% interest in the Harris Street Trust, we have applied the proportionate share of the net asset value of the trust without any further discount for lack of control, marketability or liquidity. This reflects the fact that under the Constitution there are no restrictions on the sale of shares, and under the Harris Holding Head Trust deed, withdrawal requests are to be satisfied at net asset value less transaction costs. Importantly, neither document contemplates any additional discounts being applied to the withdrawal or transfer price. We also note that ECF's 49.9% ownership interest entitles it to a pro rata share of the underlying assets and income of 19 Harris Street, with its economic interest ultimately linked to the underlying property value rather than the exercise of control over strategic, financial, or distribution policy decisions. Accordingly, we consider the appropriate valuation basis is to adopt 100% of the underlying property value and attribute 49.9% to ECF, with no adjustment for control, marketability or liquidity.

Kroll has undertaken a review of the independent property valuation reports and has held meetings with the valuers. We have concluded that:

- the property valuers were independent of ECF;
- in respect of the eight properties externally valued as at 30 June 2025, the valuers were engaged for financial reporting purposes and the engagement instructions and scope of work were appropriate. In respect of 19 Harris Street, the property was independently valued for this report as at 31 August 2025 and Kroll has reviewed the engagement instructions and found them to be appropriate;
- the property valuations were completed by reputable property valuation firms and by valuers who have the appropriate qualifications in accordance with the standards of the Australian Property Institute;
- the valuation methodologies applied are consistent with market practice for the property industry, including both the capitalisation rate methodology and discounted cash flow methodology. In selecting the concluded values, the valuers considered both methodologies;
- inspections were performed as part of the valuation process and were conducted between May 2025 and July 2025 for the valuations as at 30 June 2025 and September 2025 for the 19 Harris Street valuation; and
- all properties have been externally valued within the last three months of this report, which we consider sufficiently current for the purposes of our valuation. In addition, we have also confirmed with the valuers that, to the best of their knowledge, no subsequent market evidence or events have arisen that would have required a change in their conclusions.

Given the nature of the independent external property valuations, Kroll does not have any reason to believe that it is not reasonable to rely on these valuations for the purposes of this report.

In addition, we note that the external property valuations:

- were prepared for financial reporting purposes and first mortgage security purposes other than 19 Harris Street which was prepared for the purpose of this report;
- assume that the properties are sold on an individual basis (i.e. not sold as a portfolio);
- include property management expenses;
- allow for costs associated with initial purchase and disposal at the end of the investment period, in accordance with conventional property valuation methodologies;
- assess the Market Value[65] of each property on an 'As Is' basis, subject to existing leases or occupancy arrangements, and have regard to 'Highest and Best Use' (that is, the use of an asset that maximises its potential and that is physically possible, legally permissible and financially feasible);[66] and
- the independent property valuers have selected a single estimate for each of the properties, as the valuations have been prepared for the purpose of financial reporting.

[65] Market Value as defined by the Internation Valuation Standards Committee (**IVSC**) and endorsed by the Australian Property Institute and embodied within the current Corporations Law, is as follows: "The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and willing seller in an arm's length transaction, after property marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

[66] As per the Australian Property Institute (**API**) and IVSC guidelines.

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This review does not, however, imply that the valuations have been subject to any form of audit or due diligence.

8.2.4 Stamp duty savings

An acquisition of ECF provides an opportunity for an acquirer to avoid substantial stamp duty costs by acquiring ECF Securities rather than purchasing each property individually. This transaction structure avoids the stamp duty that would otherwise be payable on a direct asset acquisition.

Based on the external valuers' assessed property values and our own bottom-up analysis, we have estimated these savings at approximately $17.1 million (equivalent to approximately 4.2 cents per ECF Security).[67] After adjusting for financial leverage, this is equivalent to an effective blended rate of stamp duty savings of approximately 3.5% of investment property value (including effective interest in 19 Harris Street).

No stamp duty savings have been reflected for properties located in New South Wales or Western Australia, as both jurisdictions impose landholder duty on acquisitions of significant interests in landholding entities.[68] In practice, this means that an acquirer of ECF Securities would not avoid stamp duty in relation to ECF's assets in these jurisdictions, and therefore no savings are assumed for these assets.

We note that in precedent A-REIT transactions, independent experts have typically assumed stamp duty cost savings in the range of 5% to 6% of gross property value (noting that there have been some changes to stamp duty concessions since a number of these reports were prepared).[69]

8.2.5 Earnings and distributions

The audited NTA as at 30 June 2025 incorporates earnings to 30 June 2025 and a provision for the distribution for the quarter ended 30 June 2025 of 1.875 cents per ECF Security, which was declared on 23 June 2025 and paid on 1 September 2025. Under the terms of the Offer, the Offer Price will not be adjusted for the distribution for the quarter ended 30 June 2025 but will be adjusted for any Additional Distributions.

On 19 September 2025, ECF declared the September Distribution of 1.625 cents per ECF Security. The record date for the September Distribution is 30 September 2025.

For the purposes of evaluating the Offer, we have adjusted ECF's NTA as at 30 June 2025 to include earnings accrued post 30 June 2025 until the close of the Offer Period on 13 October 2025 and have not deducted any distributions with respect to this period. This ensures ECF Securityholders receive credit for earnings generated during the Offer Period that are not otherwise distributed (i.e. distributable FFO less declared distributions).

ECF's FFO for the period from 1 July 2025 to 13 October 2025 is estimated to be in the range of $12.1 million to $12.3 million. This range has been informed with regard to ECF's actual FFO for the period from 1 July 2025 to 31 August 2025, as well as an estimate of FFO generated for the period from 1 September 2025 to 13 October 2025 based on a pro-rata portion of ECF's FY26 FFO guidance of 7.5 to 8.0 cents per ECF Security.

This adjustment has been made on the basis that ECF Securityholders would otherwise be entitled to the earnings of the Fund in the absence of the Offer. We have not made an adjustment for the September Distribution. In this respect, we note that while the declaration of the September Distribution has the effect of reducing Adjusted NTA and the Offer Price will be reduced by an equivalent amount under the terms of the Offer. Accordingly, both sides of the assessment of fairness (i.e. Adjusted NTA per ECF Security and the Offer Price) would move in tandem, and so the assessment is unaffected by the timing of the distribution.

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[67] Calculated as a bottom-up estimate by reference to individual property values and state-based stamp duty concessions. This analysis supports an effective blended rate of stamp duty savings of approximately 3.5% of investment property value (including effective interest in 19 Harris Street).

[68] King & Wood Mallesons. Insight "NSW Proposes to Remove Concession for Acquisitions in Listed Landholders. The Revenue Legislation Amendment Act 2023 was assented on 27 September 2023 and the majority of changes commenced by 1 February 2024.

[69] For example, in relation to the acquisition of Oxford by IOF, Independent Expert 2 assumed stamp duty savings at 5.5% of property values.

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8.2.6 Capitalised corporate overheads

Reported NTA does not reflect the ongoing fund-level overheads associated with being a listed, externally managed REIT. These include investment management fees, responsible entity fees, administration, compliance, and other corporate expenses. While independent property valuations typically deduct property-level operating costs, they do not deduct corporate overhead costs. As any prospective acquirer of ECF would incur such costs, we consider it appropriate to adjust NTA to reflect the capitalised value of these costs, net of savings that may be reasonably expected to be available to a hypothetical acquirer.

On a stand-alone basis, ECF is estimated to incur ongoing management fees and other expenses of $5.7 million, being FY25 corporate overhead expenses (refer to Section 7.6.1 of this report). However, we note that a number of potential acquirers of ECF already operate established property funds management platforms in Australia. In such cases, substantial cost savings could be realised by eliminating duplicated corporate and management expenses.

A bottom-up analysis of corporate overhead cost savings undertaken by Kroll, and supported by discussions with ECF management, has identified at least $4.0 million in corporate overhead cost savings. This is equivalent to at least approximately 70.0% in savings relative to FY25 corporate overheads.

Our assumption of achievable overhead cost savings is supported by discussions with ECF management, as well as cost savings expected to be achieved in precedent A-REIT transactions and cost savings assumed by independent experts for comparable transactions. These precedents are shown in the following table.

Cost savings achieved in A-REIT Transactions

Acquirer	Target	Date	Property Value ($m)	Independent Expert	Estimated Cost Savings		
					IER (Low)	IER (High)	Bidder
CLW	ALE	Oct 2021	1,225.4	Kroll	70%	70%	n.a.
Starwood	AUOF	Jan 2020	668.4	Expert 1	50%	75%	n.a.
Oxford	IOF	Nov 2018	3,428.3	Expert 2	70%	80%	n.a.
CMA	CUA	Jun 2017	210.4	Expert 1	68%	68%	n.a.
Brookfield	BPA	May 2017	714.5	Expert 3	69%	77%	n.a.
GOZ	GMF	Sep 2016	400.0	Expert 4	72%	86%	50%
GPT/DEXUS	CPA	Jan 2014	3,823.9	Expert 4	80%	80%	80%
Median					**70%**	**77%**	**65%**

Source: Independent Expert's Reports, Kroll analysis.
Notes:

1. All transactions focus on office assets except for Charter Hall Long WALE REIT's (**CLW**) acquisition of ALE Property Group (**ALE**), which focuses on hotel assets.
2. n.a. means not available.

Analysis of cost savings assumptions in precedent A-REIT transactions indicates that independent experts assume that 50% to 86% of overhead costs will be saved where the acquirer has an existing management platform, with a median assumption of 70% at the low end and 77% at the high end. On this basis, Kroll has assumed a range of 70.0% to 85.0% in corporate overhead cost savings.

We have then capitalised the assumed residual corporate overhead costs at a multiple of 7.0 to 8.0 times, consistent with implied EBITDA multiples in recent transactions involving fund managers (refer to the following table), the multiples commonly applied for costs of this nature in the context of A-REITs, and the ranges adopted by other independent experts in A-REIT transactions.[70]

[70] In relation to the acquisition of Oxford Properties Group (**Oxford**) by the Investa Office Fund (**IOF**), Independent Expert 2 has capitalised the residual overheads at a multiple of 8.0 to 9.0 times. In relation to the acquisition of Brookfield Prime Property Fund by Brookfield Prime Property Fund, Independent Expert 3 has capitalised the residual overheads at a multiple of 8.0 times. In relation to the acquisition of ALE by CLW, Kroll capitalised the residual overheads at a multiple of 7.0 to 8.0 times.

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Implied Multiples for Transactions Involving Fund Managers

Date	Target	Acquirer	Consideration ($ million)	Implied EBITDA Multiple (times)
Jun 2025	BWP Trust[1]	-	142.6	11.0
May 2025	IP Generation Pty Ltd	MA Financial Group	90.4	7.9
Feb 2024	Goodman (NZ) Ltd[2]	-	272.4	12.4
Apr 2023	Australian Real Estate Business of Challenger Limited	Elanor Investors Group	38.0	3.8
Aug 2022	Fortius Fund Management Pty Ltd	Growthpoint Properties Australia	45.0	6.7
Jul 2022	PMG Property Funds	Oriens Capital Investment Management Limited	43.1	7.4
Oct 2022	Investec Australia Property Fund[3]	-	40.0	9.1
Mean				**8.3**
Median				**7.9**

Source: S&P Capital IQ, Company financial statements; Kroll analysis.

Notes:
1. The transaction is internalisation of the management.
2. Stake acquired in the transaction is 50.0%. Consideration presented is based on 100% basis.
3. Stake acquired in the transaction is 76.7%. Consideration presented is based on 100% basis.

The implied EBITDA multiples observed in recent transactions involving funds managers indicate a median multiple of 7.9 times. We consider these transactions relevant as they provide evidence of the market value placed on recurring fee streams and cost bases associated with managing property funds.

On this basis, we have assessed a deduction of approximately $6.0 million to $13.7 million for capitalised corporate overheads as set out in the following table.

ECF Capitalised Corporate Overheads Net of Savings ($ millions)

	Low	High
Estimated corporate overheads (net of savings)	(1.7)	(0.9)
Capitalisation multiple (times)	8.0x	7.0x
Capitalised corporate overheads	**(13.7)**	**(6.0)**

Source: Kroll analysis.

8.2.7 Non-realisable assets/(liabilities) (net)

Manager contribution

ECF's consolidated, look-through balance sheet (refer to Section 8.2.2 of this report) includes a liability of $1.8 million, disclosed in the FY25 Results Presentation as a 'Manager contribution' associated with the acquisition of 19 Harris Street. Under the terms of this arrangement, the responsible entity made a one-off contribution towards the purchase of the property which was initially recognised as a liability and is being amortised directly to equity over time (to June 2027).

The Manager contribution is not repayable, has no cash flow consequences for ECF, and there is no obligation to ECF in the event of a sale of the property or the Fund. It is our understanding that Elanor will not seek to recover this amount. In substance, the economic benefit of the Manager contribution was realised upfront at acquisition, and the subsequent amortisation profile reflects only an accounting allocation of that benefit across reporting periods. As such, the liability does not represent an economic obligation of ECF.

On this basis, we have added back the balance of the Manager contribution of $1.8 million as at 30 June 2025 in deriving Adjusted NTA.

Capitalised borrowing costs

Borrowings in the NTA as at 30 June 2025 are presented net of $0.2 million in capitalised borrowing costs which have been capitalised for accounting purposes. These costs do not represent realisable assets and have therefore been deducted in deriving the adjusted NTA.

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8.2.8 Mark-to-market of derivatives

The derivative financial instruments (interest rate swaps) are marked-to-market at each reporting period. For 30 June 2025, the balance sheet included derivative assets of $1.5 million. An adjustment has been more for a $0.2 million decrease in the marked-to-market value of derivative assets from 30 June 2025 to 31 August 2025.

8.2.9 Premium over NTA

Summary

In assessing whether a premium to Adjusted NTA is appropriate, we considered a range of factors that might support such an adjustment in the context of ECF, in particular, development potential, operating businesses not captured in NTA, or unique portfolio characteristics. We also considered whether certain factors would indicate recent valuations might understate or overstate current market value.

On balance, and noting that ECF is a passive trust, we have not identified any factors that would justify an additional premium or discount to NTA in ECF's case.

Approach

RG 111 requires that, in assessing the fairness of the Offer, consideration should be given to the extent to which a premium for control may be appropriate. It is commonly accepted that acquirers of 100% of a business should pay a premium over the value implied by the prevailing trading price of a security, to reflect the benefits associated with their ability to control the target's strategy and operations, as well as the potential to extract synergies through integration.

Our adjusted NTA per ECF Security (excluding a premium) represents the aggregate full underlying value of ECF. As it is based on estimates of the full underlying value of each property in the portfolio, it is already a 'control' value (i.e. it assumes 100% ownership of the assets). Nevertheless, in practice, a premium over NTA may be appropriate in other circumstances, including:

- where certain properties are under-rented at the valuation date and this is reflected in current valuations, but there is a reasonable basis to expect improved leasing outcomes or higher utilisation in the near term, which may result in near-term valuations exceeding the point-in-time assessment;
- where property valuations are not current in a rising market, or there is limited comparable transaction evidence from which to establish an initial yield;
- the target has substantial other operating businesses (e.g. third-party property management) that are not capital intensive and as such are not fully reflected in NTA (and, in particular, where the acquirer can derive synergies from those operations);
- the target has a substantial development pipeline or other embedded growth opportunities;
- economies of scale could be achieved by integrating the target's business with the acquirer's operations (e.g. common acquisitions involving funds management, property management and development management);
- where the portfolio is unique or has strategic value;
- there are material transaction cost savings (e.g. stamp duty savings associated with acquiring a portfolio of assets as securities, rather than as individual property assets); and
- as the outcome of a competitive bidding process.

In other situations, a discount to NTA may be appropriate where:

- property valuations are not current in a declining market;
- the portfolio contains non-core assets that are not attractive to acquirers;
- in the absence of cost synergies; and
- the target is under financial distress.

Characteristics of ECF

As a further test of the external valuations, in order to ascertain whether a premium or discount to NTA might be appropriate relative to the audited NTA as at 30 June 2025, we have undertaken the following:

Attachment C – Independent Expert's Report continued

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- considered and discussed with management whether there is likely to have been any material change in the market value of the properties since they were valued. For the majority of the assets we note the relatively short time since the most recent valuation and the date of this report, as well as the nature of the assets being valued (i.e. investments in property assets for which there is no liquid market);
- made enquiries of ECF management as to whether they are aware if there were any new property transactions that would imply that the property valuations undervalue the properties; and
- made enquiries of ECF management whether ECF has undertaken any lease activity which would cause the external valuers to arrive at a different valuation. Kroll has been provided with details of leasing activity that has occurred since the 30 June 2025 valuations, and finds that there has been no significant leasing activity out he ordinary course of business, or struck on terms which would suggest the valuers would have arrived at different values for the properties at the date of this report.

Having regard to the specific characteristics of ECF's investment property portfolio, we consider it unlikely that an additional premium is warranted. In forming this view, we have considered whether there are factors that might suggest upside or downside relative to the most recent independent valuations of the portfolio. Specifically:

- while ECF's investment property portfolio is predominately comprised of A-Grade assets (approximately 79.9% by value), we note that they are largely positioned in fringe CBD or surrounding suburban locations. In Australia, trends in non-core office markets (i.e. outside CBD's) reflect persistent soft demand and heightened leasing challenges. In some markets, particularly Sydney and Melbourne, a current trend in leasing activity is the flight to centrality, with businesses increasingly prioritising well-connected core locations. However, ECF's portfolio is differentiated by its significant weighting to South East Queensland (51.8% by value). These markets have demonstrated comparatively stronger conditions, with Brisbane CBD and near-CBD market rents growing strongly in recent years. Although this pace of growth is expected to moderate, momentum remains positive and broadly supports the outlook for approximately half of ECF's portfolio;[71]
- as far as Kroll is aware, there have been no material re-leasing outcomes post the 30 June 2025 valuation that would indicate a material uplift in the property values beyond those already recognised;
- while there is some potential for upside through future re-leasing of vacant space, lease expiries, or stronger rental growth in the context of constrained supply, the timing and scale of such benefits are uncertain. Furthermore, demand for fringe CBD and suburban assets is more vulnerable to shifts in leasing demand, which may temper the ability to capture rental uplift in the near term; and
- we note that the property valuations are recent (as at 30 June 2025 and 31 August 2025 for 19 Harris Street) and, therefore, are likely to provide a fair reflection of current market conditions.

Kroll has also considered whether there would be financing efficiencies in respect of ECF's all-in cost of debt, which was 4.39% as at 30 June 2025 and higher than the all-in cost of debt of diversified A-REITs such as Dexus (4.2% as at 30 June 2025). An acquirer with a stronger credit profile, who is able to integrate ECF into a larger, more diversified property portfolio, may benefit from refinancing ECF's existing borrowings at lower margins, creating additional value over time. However, any benefit would depend on integration and possible break fees. On balance, the potential uplift is uncertain and likely to be nominal, which would not be considered significant in the context of ECF's overall valuation. For this reason, we have not applied any specific premium for potential financing efficiencies.

In addition to the above factors, we have considered whether ECF may warrant a premium on the basis that office valuations are at or near the bottom of the cycle, with scope for recovery as interest rates ease, supply remains constrained, and leasing markets gradually improve. While we acknowledge that certain macroeconomic indicators, such as declining central bank policy rates and limited new supply, suggest potential for future capitalisation rate compression and rental growth, the timing and magnitude of any recovery in property values remains uncertain. Individual asset performance may also lag broader market movements, particularly for fringe CBD or suburban assets.

In this regard, our valuation is prepared on a point-in-time basis, consistent with market practice. It reflects the fair value of ECF as at the date of this report and does not contemplate anticipated changes in market conditions or "through-the-cycle" adjustments, particularly where the timing and magnitude of such changes

[71] Cushman & Wakefield. Australian Office Outlook 2025.

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cannot be reliably quantified. On this basis, we do not consider that the stage of the cycle alone provides grounds for applying an additional premium to Adjusted NTA when considering whether the offer is fair under RG111.

For completeness, as our valuation is based on the net assets approach and represents the full underlying value of each property in the portfolio, it is already a 'control' value (i.e. it assumes 100% ownership of the assets). Therefore, we do not consider it appropriate to apply any additional premium for control.

8.3 Valuation cross-check

As a cross-check to our primary net assets methodology, we have compared the operating earnings multiples, distribution yields, and premium to NTA implied by our primary valuation approach, to trading metrics for office-focused A-REIT peers. We have also compared our implied premium to NTA to implied outcomes observed in historical A-REIT transactions.

Our assessed value of an ECF Security on an Adjusted NTA basis of $0.73 to $0.75 implies the following forecast operating earnings multiples, forecast distribution yields, and premium to NTA per ECF Security.

ECF Implied Multiples Cross-check

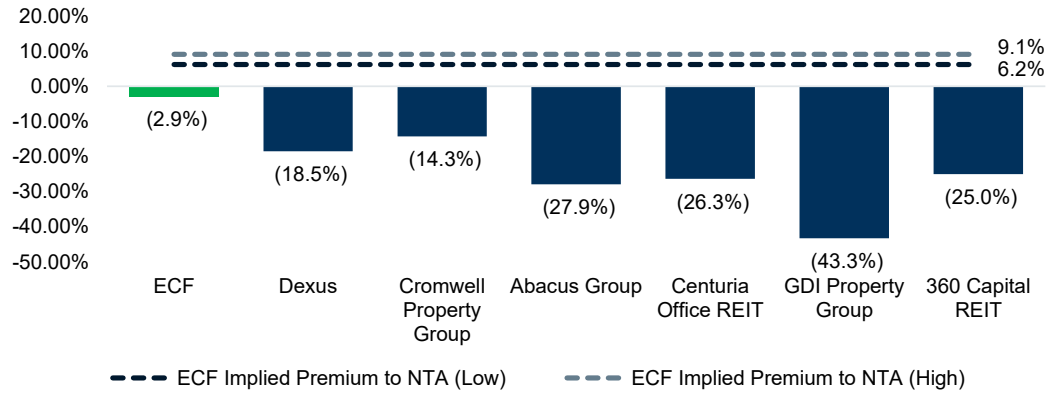
	Parameter (cents per ECF Security)	Valuation Range	
		Low	High
Value per ECF Security		$0.73	$0.75
Premium to audited NTA as at 30 June 2025	68.7¢	6.2%	9.1%
FY26 FFO multiple – mid-point of guidance	7.75¢	9.4x	9.7x
FY26 distribution yield – guidance	6.5¢	8.9%	8.7%

Sources: Kroll Analysis.

8.3.1 Comparable listed A-REITs

The following chart illustrates the discounts to NTA observed across comparable listed A-REITs as at 24 September 2025.

Premium/(discount) to NTA as at 24 September 2025



Source: Company presentations, S&P Capital IQ, Kroll analysis.
Notes:
1. ECF's discount to NTA is based on share price as at 1 August 2025 and NTA as at 30 June 2025.
2. NTA considered for the comparable companies to calculate the premium/(discount) is as at 30 June 2025.

Office-focused A-REITs have traded at persistent discounts to NTA since early 2022, reflecting higher interest rates, soft leasing demand and investor caution towards office exposure. As illustrated in the chart, discounts to NTA for comparable A-REITs as at 24 September 2025 range from 14.3% to 43.3%, and appear largely influenced by factors such as portfolio quality, diversification by sector, geography and earnings, and management models. In this regard, broadly speaking:

Attachment C – Independent Expert's Report continued

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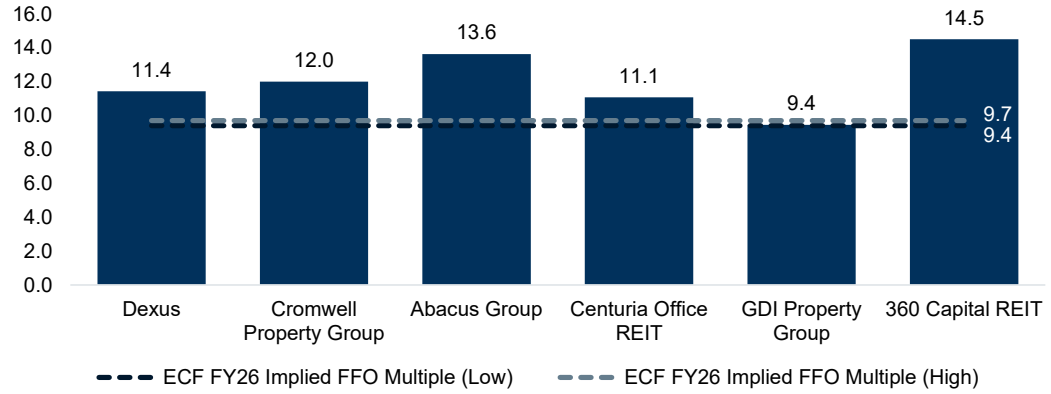
- larger, more diversified A-REITs (e.g. Dexus, which has material industrial property exposure (24.8% of portfolio value as at 30 June 2025) and a significant funds management platform managing a further $35.6 billion of investments as at 30 June 2025) trade at narrower discounts;
- A-REITs with an office-focus (e.g. Centuria Office REIT (100%), GDI Property Group (81.9%)) attract wider discounts, particularly where portfolios are less geographically diversified or concentrated in weaker markets (e.g. GDI Property Group has 95.9% of investment properties by value as at 30 June 2025 concentrated in Perth);
- discounts also correlate with asset grade, with portfolios weighted towards prime grade buildings (i.e. Premium and A-grade) in CBD locations generally trading at narrower discounts to NTA compared to those with significant sub-prime (i.e. B-grade) exposure, where leasing risks and capital expenditure requirements tend to be higher. In this respect, Dexus' portfolio is approximately 96% prime grade and trades at the shallowest discount in the peer group, whereas Abacus Group and Centuria Office REIT have greater sub-prime exposure at 23% and 7%, respectively; and
- we also note the discount to NTA reflects that NTA is a control value (i.e. it includes a control premium) whereas the prices at which A-REITs trade does not include a control premium.

On this basis, while most office-focused A-REITs are trading at discounts to NTA of 20% to 40%, ECF has in recent years traded at a narrower discount. There are factors that explain this resilience:

- ECF has consistently offered a comparatively high distribution yield, which has supported its trading price relative to NTA. Even based on a lower FY26 forward distribution guidance of 6.5 cents per ECF Security, the implied yield remains well above sector peers; and
- approximately 52% of ECF's portfolio (by value) is located in South East Queensland, a market that has demonstrated stronger rental growth and less severe capitalisation rate compression than other CBD office markets, notably Melbourne and Sydney. This relative weighting has somewhat insulated ECF from valuation pressures experienced by peers with heavier exposure to office assets in those markets.

The following chart illustrates the price to FFO multiple observed across comparable listed A-REITs as at 24 September 2025.

Price to FFO multiple (FY+1)



Source: Company presentations, S&P Capital IQ, Kroll analysis.

The comparable A-REITs are currently trading on forward FFO multiples of between 9.4 times to 14.5 times. Operating earnings multiples (i.e. FFO multiples) tend to be influenced by factors including anticipated growth, diversification, asset quality, balance sheet strength, as well as investor confidence in distribution sustainability.

Higher multiples tend to reflect investor expectations of higher earnings and distribution growth (or stability), coincident with portfolios perceived to be lower risk, which may be due to sector exposure, geographic concentration, underlying leasing fundamentals, or grade of asset. In addition, some peers may have earnings from funds management or industrial portfolios that attract higher multiples.

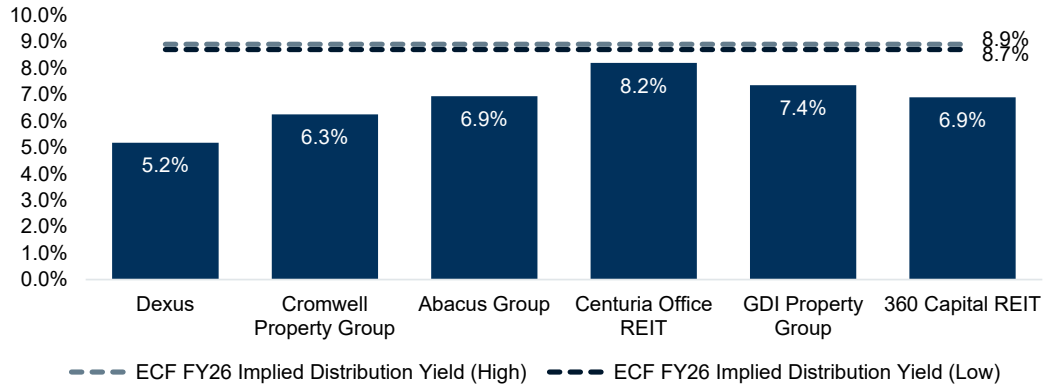
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We note that our implied FFO multiples for ECF of 9.4 times to 9.7 times sit at the lower end of the multiples for the comparable companies. Again, the multiples for the comparable companies do not include a premium for control whereas the multiples implied by ECF do. This positioning likely reflects its smaller scale, pure office exposure, perception of weaker quality earnings (i.e. short WALE, secondary markets, higher incentives) or future earnings growth, and its externally managed cost structure. These factors may be partially offset by its relatively strong geographic weighting to South East Queensland and historically high distribution yield. We note that it is common for smaller A-REITs tend to be priced by investors on a distribution yield basis (i.e. a required cash return) rather than on growth or earnings multiples.

The following chart illustrates the distribution yield observed across comparable listed A-REITs as at 24 September 2025.

Distribution yield (FY+1)



Source: Company presentations, S&P Capital IQ, Kroll analysis.

The comparable companies' distribution yields range from 5.2% to 8.2%. We note that these yields are calculated based on trading prices of securities which do not include a premium for control. Distribution yields broadly reflect a combination of:

- portfolio risk, with diversified portfolios with a high concentration of prime grade properties (e.g. Dexus) offer lower yields, whereas less diversified (particularly office-focused) and lower quality portfolios are priced to offer greater yields to investors; and
- distribution policies, while the majority of peers have similar distribution policies, some peers (for example, Cromwell Property Group Limited) are retaining a higher portion of distributable income (i.e. a lower payout ratio), which suppresses distribution yield.

We note that although ECF's implied forward distribution yield of 8.7% to 8.9% sits above the peer group, this outcome is reasonable. It reflects the risks specific to ECF's, including its smaller portfolio, relatively high gearing, shorter WALE, and its exposure to secondary markets. These factors justify a requirement for a higher yield for investors, without suggesting that the portfolio is undervalued.

Historically, this higher yield has supported ECF's FFO trading multiples and narrower discount to NTA relative to other A-REITs. Taken together, the implied premium to NTA, FFO multiple and distribution yields are within the expected range of outcomes once differences in portfolio quality, WALE, gearing and market positioning are considered. Accordingly, the valuation range that we have assessed for ECF is supported by relevant market evidence.

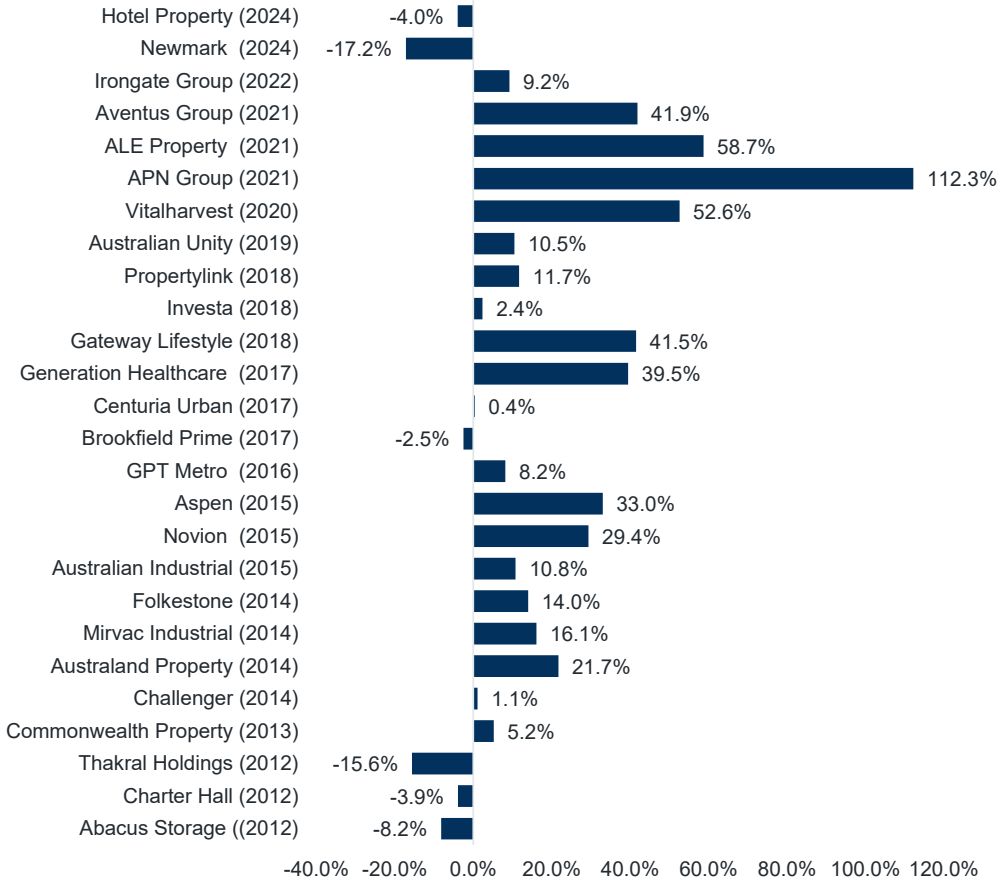
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8.3.2 Transactions involving A-REITs

Transaction evidence in the A-REIT sector has been limited in recent years, particularly for office portfolios. The premium/(discount) to NTA for transactions that have occurred since 2012 are set out as follows and these transactions are included in further detail in Appendix 3 of this report.

Premium/(discount) to NTA in A-REIT Transactions



Source: Company presentations, S&P Capital IQ, Kroll analysis.

In respect of the transactions illustrated, we note that the premiums or discounts to NTA vary considerably and are highly influenced by the property cycle and the specific circumstances of each deal. Periods of rising property values have generally seen premiums (i.e. 2014 to 2019), while periods of falling values tend to coincide with discounts, reflecting the lag in property revaluations (pre-2012, 2024). The chart illustrates a full cycle, with discounts observed in 2012 (and earlier, following the Global Financial Crisis of 2008), shifting to premiums before reverting to discounts following the COVID-19 pandemic as the office and broader property sectors softened once again.

In addition to cycle position, transaction circumstances and other characteristics of the underlying business or portfolio can also influence premiums (or discounts) paid, including:

- transactions involving strategic benefits or competitive bidding processes would typically generate higher outcomes relative to NTA;
- the opportunity to acquire scarce or highly sought-after sector exposure (e.g. pubs, healthcare, data centres) would typically generate higher outcomes relative to NTA;
- the existence of complementary funds management or development platforms would typically generate higher outcomes relative to NTA; and

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- transactions involving urgency or distress on part of the vendor may generate lower outcomes relative to NTA.

Given the wide variance in premiums (or discounts) and the myriad of factors that influence these outcomes, it is not appropriate to apply an average of historical premiums or discounts as a broad-brush adjustment. Each transaction reflects a combination of cycle timing and idiosyncratic drivers that may not be relevant to ECF's position today. We also note that as NTA already reflects market value on a control basis (i.e. assuming 100% ownership of each asset), any premium applied over NTA should not represent a 'control premium' in the traditional sense, but rather reflects other structural factors as discussed in Section 8.2.9 of this report.

For ECF, while recent transactions have generally been struck at discounts, these occurred in a falling valuation environment where independent valuations have lagged actual market conditions. In such circumstances, discounts are not surprising. Additionally, transaction evidence during this period has been limited, further reducing its reliability as a benchmark for ECF. Accordingly, while the premiums or discounts implied by precedent transactions offer useful context, they should not be determinative.

We note that multiple independent property market commentators are of the view that real estate yields are stabilising[72] and that commercial property market conditions are generally improving (refer to Section 3.4.2 of this report for further details). This suggests that the basis for transactions to occur at discounts at NTA may no longer apply and hence, it is not surprising that there is no discount and, in fact, a premium to NTA based on our valuation.

8.3.3 Conclusion

Our assessed value of an ECF Security on an Adjusted NTA basis of $0.73 to $0.75 implies a forward FFO multiple of 9.4 times to 9.7 times and a forward distribution yield of 8.7% to 8.9%.

Based on our analysis in Section 8.3.1 of this report, ECF's implied FFO multiple is low and the distribution yield is high relative to peers. This positioning is reasonable given:

- the relative differences in investment property portfolio characteristics between ECF and its peers in terms of scale, portfolio quality, WALE, gearing and market positioning (i.e. exposure to sub-prime markets), which imply relatively greater portfolio risk;
- investor caution toward office-focused A-REITs, particularly those exposed to secondary markets, which has led to the pricing of higher distribution yields for these operators; and
- it is common for smaller A-REITs to be priced by investors on a distribution yield basis (i.e. a required cash return) rather than on growth or earnings multiples.

The implied premium to audited NTA of 6.2% to 9.1% is also reasonable in light of the transaction evidence. While recent A-REIT transactions have occurred at discounts, these reflected a falling valuation environment and unique transaction circumstances. By contrast, current market evidence indicates that real estate yields are stabilising and that commercial property market conditions are generally improving, reducing the basis for transactions to occur at discounts to NTA at this point in time. For this reason it is reasonable that there is no discount and, in fact, a premium to NTA based on our valuation.

[72] Dexus Research, "A strong second half ahead for Australian real assets", 10 June 2025.

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Appendix 1 – Kroll disclosures

Qualifications

The individuals with overall responsibility for preparing this report on behalf of Kroll are Celeste Oakley and Ian Jedlin. Celeste holds a Bachelor of Economics, a Bachelor of Laws and a CFA designation. Ian is an Associate and Accredited Business Valuation Specialist of the Institute of Chartered Accountants Australia and New Zealand, a graduate of the Financial Services Institute of Australasia and holds a Master of Commerce from the University of New South Wales. Both Celeste and Ian have extensive experience in the provision of corporate financial advice, including specific advice on valuations, mergers and acquisitions, as well as the preparation of independent expert reports.

Disclaimers

It is not intended that this report should be used or relied upon for any purpose other than as an expression of Kroll's opinion as to whether the Offer is fair and reasonable to ECF Securityholders. Kroll expressly disclaims any liability to any ECF Securityholder who relies or purports to rely on the report for any other purpose and to any other party who relies or purports to rely on the report for any purpose whatsoever.

Other than this report, Kroll has had no involvement in the preparation of the Target's Statement or any other document prepared in respect of the Offer. As such, Kroll takes no responsibility for the content of the Target's Statement as a whole or other documents prepared in respect of the Offer (other than this report).

Independence

Kroll considers itself to be independent in accordance with the requirements of Regulatory Guide 112. In considering independence, it is noted that Kroll does not have, and has not had within the previous two years, any business or professional relationship with EFML or ECF or any other related party, or any financial or other interest that could reasonably be regarded as capable of affecting our ability to provide an unbiased opinion in relation to ECF. Kroll's only role with respect to the Offer has been the preparation of this report.

Kroll will receive a fixed fee of $200,000 (excluding GST and out of pocket expenses) for the preparation of this report. This fee is not contingent on the conclusions reached or the outcome of the Offer. Kroll will receive no other benefit for the preparation of this report.

Declarations

ECF has provided an indemnity to us for any claims arising out of any misstatement or omission in any material or information provided to us in the preparation of this report.

During the course of this engagement, Kroll provided draft copies of this report to management of ECF for comment as to factual accuracy, as opposed to opinions, which are the responsibility of Kroll alone. Changes made to this report as a result of those reviews have not altered the methodology or opinions of Kroll as stated in this report.

The engagement has been conducted in accordance with professional standard APES 225 "Valuation Services" issued by the Accounting Professional & Ethical Standards Board (**APESB**).

Kroll is authorised by Millinium Capital Managers Limited, Australian Financial Services License no. 284336, to provide the following financial services as their Corporate Authorised Representative:

- provide financial product advice in respect of the following classes of financial products:
- interests in managed investment schemes including investor directed portfolio services; and
- securities;

with respect to retail clients and wholesale clients.

Consents

Kroll consents to the inclusion of this report in the form and context in which it is included in the Target's Statement to be issued to ECF Securityholders. Neither the whole nor any part of this report or its

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attachments or any reference thereto may be included or attached to any other document without the prior written consent of Kroll as to the form and context in which it appears.

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Appendix 2 – Limitations and reliance on information

Limitations and reliance on information

Kroll's opinion is based on prevailing economic, market, business, and other conditions at the date of this report and corresponds with a period of continued uncertainty following the impacts of the COVID-19 pandemic on the Australian office property sector. To the extent possible, we have reflected these conditions in our opinion. However, the factors impacting these conditions continue to evolve and can change over relatively short periods of time. The impact of any subsequent changes in these conditions on the global economy and financial markets generally, and the assets being valued specifically, could impact upon value in the future, either positively or negatively. We note that we have not undertaken to update our report for events or circumstances arising after the date of this report other than those of a material nature which would impact upon our opinion.

Our report is also based on financial and other information provided by ECF. ECF has been responsible for ensuring that information provided by it and its representatives is not false or misleading or incomplete. ECF has represented in writing to Kroll that to its knowledge, the information provided is complete and not incorrect or misleading in any material respect. Complete information is deemed to be information which at the time of completing this report should have been made available to Kroll and would have reasonably been expected to have been made available to Kroll to enable us to form our opinion. We have no reason to believe that any material facts have been withheld from us.

In forming our opinion, we have relied upon the truth, accuracy and completeness of any information provided or made available to us without independently verifying such information. Nothing in this report should be taken to imply that Kroll has in any way carried out an audit of the books of account or other records of ECF for the purposes of this report. It is understood that the accounting information that was provided was prepared in accordance with generally accepted accounting principles including the Australian equivalents to International Financial Reporting Standards, as applicable.

In addition, we have also had discussions with ECF in relation to the nature of the business operations, specific risks and opportunities, historical results of ECF and prospects for the foreseeable future of ECF. This type of information has been evaluated through analysis, inquiry and review to the extent considered necessary or practical as part of the information used in forming our opinion is comprised of the opinions and judgements of management. Kroll does not warrant that its procedures and inquiries have identified all matters that a more extensive analysis might disclose as they did not include verification work nor an audit or review engagement in accordance with standards issued by the Auditing and Assurance Standards Board or equivalent body.

An important part of the information used in forming an opinion of the kind expressed in this report is comprised of the opinions and judgement of management. This type of information was also evaluated through analysis, inquiry and review to the extent practical. Such information is often not capable of external verification or validation.

The statements and opinions included in this report are given in good faith and in the belief that such statements and opinions are not false or misleading.

Disclosure of information

In preparing this report, Kroll has had access to all financial information considered necessary in order to provide the required opinion. ECF has requested Kroll limit the disclosure of certain information relating to ECF. This request has been made on the basis of the commercially sensitive and confidential nature of the operational and financial information of the operating entities comprising ECF. As such the information in this report, unless otherwise indicated, has been limited to the type of information that is regularly placed into the public domain by ECF.

Sources of information

In preparing this report we have been provided with and considered the following sources of information:

Publicly available information

- Target's Statement;
- Replacement Bidder's Statement;

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- ECF FY25 Results Announcement, Results Presentation, and Appendix 4E Preliminary Final Report FY2025;
- results presentations and annual reports for ECF from FY20 to FY24;
- ASX announcements, press releases, media and presentations and other public filings by ECF, including information available on its website;
- various industry reports as sourced throughout the report; and
- information sourced from S&P Capital IQ and company filings in relation to A-REIT peers, comparable companies and comparable transactions.

Non-public information

- ECF Board papers and other internal briefing papers prepared by ECF; and
- other confidential documents, presentations and workpapers.

In addition, we have had discussions with, and obtained information from, senior management of ECF.

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Appendix 3 – Market Evidence

Comparable companies

The following table sets out the trading multiples for the comparable companies as at 24 September 2025.

Company name	Market Capitalisation ($ millions)	Price to FFO[1]			Distribution yield			Premium/(Discount) to NTA[2]
		FY	FY+1	FY+2	FY	FY+1	FY+2	
Dexus	7,700	11.4	11.4	11.6	5.2%	5.2%	5.3%	(18.5%)
Cromwell Property Group	1,257	11.9	12.0	12.0	6.3%	6.3%	6.3%	(14.3%)
Abacus Group	1,108	10.7	13.6	13.3	6.9%	6.9%	7.0%	(27.9%)
Centuria Office REIT	735	10.4	11.1	10.3	8.2%	8.2%	8.2%	(26.3%)
GDI Property Group	367	10.3	9.4	n.a.	7.4%	7.4%	8.1%	(43.3%)
360 Capital REIT	94	18.1	14.5	n.a.	6.9%	6.9%	n.a.	(25.0%)

Source: Company fillings and S&P Capital IQ.
Notes:
1. Forecasted multiples are based on FFO sourced from S&P Capital IQ.
2. NTA considered to calculate the premium/(discount) to NTA is as at 30 June 2025.

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Comparable companies

Dexus

Dexus is an internally managed real estate group specialising in the ownership, management, and development of property assets and funds. As at 30 June 2025, Dexus managed $50.1 billion in funds under management, comprising a $35.6 billion funds management portfolio and a $14.5 billion investment portfolio. The group oversees a $20.3 billion office portfolio across its platform, with $9.7 billion held within its investment portfolio. This office portfolio is predominantly prime grade (96%), with an occupancy rate of 92.3%, WALE of 4.2 years, and a WACR of 6.18%. Additionally, Dexus has a $13.3 billion real estate development pipeline.

Cromwell

Cromwell's investment portfolio value was valued at $2.1 billion, has an average occupancy of 97.6%, a WALE of 5.0 years and a WACR of 7.1% as at 30 June 2025. Cromwell's $2.8 billion office investment portfolio is located in NSW (48%), QLD (28%), ACT (13%) and Victoria (11%). Cromwell has $4.2 billion total asset under management across Australia (81.0%) and New Zealand (19.0%). The company is also developing a 19,800 square meter office building Barton, ACT which is 100% pre-leased for 15 years to a major government department.

Abacus Group

Abacus is a diversified REIT and property management company headquartered in Sydney, Australia. The company is primarily engaged in commercial office properties, retail spaces and self-storage facilities. As at 30 June 2025, Abacus' total assets were valued at $2.6 billion which comprised of office (56%), retail (16%), securityholding in ASK (18%) and others (10%). The company's office portfolio value stood was $1.5 billion across 14 properties. The office portfolio which includes 77% of A-grade building, has an occupancy rate of 91.1%, WALE of 3.6 years, and a WACR of 6.82%.

Centuria Office REIT

Centuria Office REIT (**COF**) is an externally managed A-REIT that is focused on quality Australian office assets. As at 30 June 2025, COF's portfolio value is $1.9 billion across 18 assets. COF's assets are located in Victoria (26.0% of total portfolio value), NSW (25.0%), Queensland (20.0%), the ACT (13.0%), Western Australia (14.0%) and South Australia (2.0%). COF has an average occupancy of 91.2%, a WALE of 4.1 years and a WACR of 6.89%. COF benefits from strong tenancies, with 75% of income derived from government, ASX listed or multinational tenants. 93% of COF's portfolio are A-grade assets.[73]

GDI Property Group

GDI is an internally managed A-REIT that is focused on office assets, particularly in Western Australia. The company specialises in the acquisition, ownership, management, development, refurbishment, leasing, and syndication of office properties. As at 30 June 2025, GDI's wholly owned investment properties is $903.8 million. GDI's property portfolio has an average occupancy of 88.2%, a WALE of 4.7 years and a WACR of 6.7%. GDI also manages five unlisted property funds, with AUM of $346.0 million (as at 30 June 2025).

360 Capital REIT

360 Capital is an externally managed, diversified Australian REIT with a focus on office, healthcare, industrial, and retail assets. As at 30 June 2025, the company's investment properties were valued at $201.0 million, comprising office/healthcare (50.7%), office (33.4%), and industrial/manufacturing (15.9%). The portfolio maintains an average occupancy rate of 93.4%, a (WALE of 6.4 years, and a WACR of 6.43%. The REIT benefits from a strong tenant base, with 83.0% of its income derived from government entities and publicly listed companies.

[73] COF management interpretation of Property Council of Australia guidelines.

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Comparable transactions

The following table sets out a summary of transactions that have taken place since 2012 involving A-REITs.

Announcement period	Target	Management basis[1]	Sector	Consideration ($ million)	Premium/ (discount) to NTA[2]	Exit yield		Premium/ (discount) to VWAP[4]
						Historical	Forecast[3]	
September 2024	Hotel Property Investments	I	Retail	645.5	(4.0%)	4.9%	5.3%	14.2%
January 2024	Newmark Property REIT[5]	E	Retail	246.8	(17.2%)	6.5%	5.5%	41.0%
January 2022	Irongate Group	I	Diversified	1,287.4	9.2%	4.7%	4.8%	14.2%
October 2021	Aventus Group	I	Retail	2,177.9	41.9%	4.6%	4.7%	16.4%
September 2021	ALE property group	I	Retail	2,143.7	39.5%	3.7%	3.7%	20.0%
April 2021	Primewest Group limited	E	Diversified	598.9	nmf[6]	n/a	3.3%	11.9%
May 2021	APN Group	E	Diversified	314.7	112.3%	3.5%	3.7%	64.3%
November 2020	Vitalharvest	E	Agriculture	209.8	52.6%	4.8%	n/a	32.7%
June 2019	Australian Unity Office Fund[7]	I	Office	95.6	10.5%	5.3%	5.4%	8.5%
September 2018	Propertylink	I	Industrial & Office	723.3	11.7%	6.1%	6.1%	13.1%
September 2018	Investa Office Fund	E	Office	3,016.0	2.4%	3.6%	3.6%	28.7%
June 2018	Gateway Lifestyle Group	E	Land-Lease Communities	563.8	41.5%	4.2%	4.2%	27.6%
May 2017	Generation Healthcare REIT	E	Healthcare	507.5	39.5%	3.9%	3.9%	13.3%
April 2017	Centuria Urban REIT	E	Office	27.2	0.4%	9.1%	8.1%	n/a
March 2017	Brookfield Prime Property Fund	E	Office	310.0	(2.5%)	2.9%	n/a	16.0%
June 2016	GPT Metro Office Fund	E	Office	321.3	8.2%	6.1%	6.2%	21.2%
September 2015	The Aspen Group	E	Land-Lease Communities	149.8	33.0%	6.3%	6.3%	n/a
March 2015	Australian Industrial REIT	E	Industrial	203.3	10.8%	8.3%	8.7%	6.9%

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Announcement period	Target	Management basis[1]	Sector	Consideration ($ million)	Premium/ (discount) to NTA[2]	Exit yield		Premium/ (discount) to VWAP[4]
						Historical	Forecast[3]	
November 2014	Folkestone Social Infrastructure	E	Social Infrastructure	70.2	14.0%	6.5%	6.1%	15.4%
October 2014	Mirvac Industrial Trust	E	Industrial	77.6	16.1%	n/a	n/a	22.8%
June 2014	Australand Property Group	I	Diversified	2,606.5	21.7%	4.7%	n/a	14.6%
April 2014	Challenger Diversified Property	E	Diversified	586.6	1.1%	6.7%	6.8%	6.4%
December 2013	Commonwealth Property Office	E	Office	2,910.0	5.2%	5.3%	5.0%	14.8%
April 2012	Thakral Holdings Ltd	I	Diversified	507.0	(15.6%)	n/a	n/a	32.3%
January 2012	Charter Hall Office REIT	E	Office	1,228.4	(3.9%)	n/a	5.3%-6.5%	22.9%
January 2012	Abacus Storage Fund	I	Self-Storage	132.0	(8.2%)	7.4%	n/a	n/a

Source: S&P Capital IQ, Company financial statements; Kroll analysis

Notes:
1. "I" denotes internally managed REITs, while "E" denotes externally managed REITs.
2. NTA from the last financial report for each target entity or, where available, as depicted in announcements, scheme booklets or target statements.
3. Dividend yield forecasts are based on management disclosures and forecasts, and other publicly available information.
4. The data is an outlier due to large proportion of intangible assets as percentage of total assets.
5. One-month VWAP prior to the announcement of the transaction or notable corporate activity.
6. The acquisition of Newmark Property REIT by BWP Trust was structured as an all-scrip transaction.
7. The transaction represents acquisition of 19.9% stake in Australian Unity Office Fund.

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Comparable implied multiples of fund manager transactions

The following table sets out a summary of transactions involving property and fund managers.

Announcement period	Target	Acquirer	Consideration ($ million)	AUM ($ million)	Implied consideration as % of AUM	Implied Consideration /EBITDA Historical
June 2025	BWP Trust[1]	-	142.6	3,500.0	4.1%	11.0
May 2025	IP Generation Pty Ltd	MA Financial Group	90.4	2,000.0	4.5%	7.9
February 2024	Goodman (NZ) Ltd[1]	-	272.4	4,637.6	5.9%	12.4
April 2023	Australian Real Estate Business of Challenger Limited	Elanor Investors Group	38.0	3,400.0	1.1%	3.8
August 2022	Fortius Fund Management Pty Ltd	Growthpoint Properties Australia	45.0	1,900.0	2.4%	6.7
July 2022	PMG Property Funds	Oriens Capital Investment Management Limited	43.1[2]	808.4	5.3%	7.4
April 2022	Real estate and domestic infrastructure equity business of Collimate Capital	Dexus	225.0	18,200.0	1.2%	n.a.
March 2021	Precinct Properties New Zealand Limited[1]	-	215.0	3,500.0	6.1%	14.7
October 20202	Investec Australia Property Fund[1]	-	40.0	1,085.0	3.7%	9.1
June 2020	Augusta Capital Limited	Centuria Platform Investments	156.1[3]	1,800.0	8.7%	nmf[4]
Mean					**4.3%**	**9.1**
Median					**4.3%**	**8.5**

Source: S&P Capital IQ, Company financial statements; Kroll analysis

Notes:
1. The transaction is internalisation of the management.
2. Stake acquired in the transaction is 50.0%. Consideration presented is based on 100% basis.
3. Stake acquired in the transaction is 76.7%. Consideration presented is based on 100% basis.
4. EBITDA was negative for the last financial year before the transaction.

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Appendix 4 – Portfolio Key Metrics from FY22 to FY25

WorkZone West, Perth, WA

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	125.0	6.50%	15,602	8,012	100.0%	3.2
FY23	118.0	7.00%	15,602	7,563	100.0%	2.2
FY24	111.0	7.25%	15,602	7,114	100.0%	4.6
FY25	92.0	7.75%	15,370	5,986	100.0%	3.7

200 Adelaide Street, Brisbane, QLD

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	55.5	5.50%	5,957	9,317	99.0%	7.8
FY23	50.0	6.50%	5,957	8,393	100.0%	6.7
FY24	43.5	7.75%	5,957	7,296	99.0%	5.9
FY25	45.0	8.00%	6,033	7,459	91.4%	6.0

Limestone Centre, Ipswich, QLD

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	37.0	7.00%	7,183	5,151	71.6%	2.5
FY23	29.6	8.50%	7,331	4,037	97.4%	3.1
FY24	30.5	8.75%	7,331	4,160	93.1%	2.8
FY25	28.4	9.00%	7,245	3,920	93.8%	2.8

Campus DXC, Adelaide, SA

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	36.0	6.50%	6,288	5,725	100.0%	3.2
FY23	28.5	7.75%	6,288	4,532	100.0%	2.2
FY24	31.0	7.75%	6,288	4,930	100.0%	6.2
FY25	30.0	8.00%	6,288	4,771	100.0%	5.2

Nexus Centre, Brisbane, QLD

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	39.2	6.50%	7,392	5,303	95.2%	2.6
FY23	35.0	7.65%	7,262	4,823	100.0%	2.9
FY24	33.5	8.00%	7,262	4,613	95.3%	3.4
FY25	35.0	8.50%	7,279	4,808	100.0%	3.5

Attachment C – Independent Expert's Report continued

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34 Corporate Drive, Brisbane, QLD

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	33.0	5.13%	5,313	6,211	90.5%	6.9
FY23	28.5	6.25%	5,377	5,300	90.5%	5.9
FY24	26.0	7.25%	5,377	4,835	100.0%	5.2
FY25	26.0	7.53%	5,299	4,907	100.0%	4.2

Garema Court, Canberra, ACT

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	72.0	5.75%	11,442	6,293	100.0%	1.8
FY23	66.0	7.00%	11,442	5,768	100.0%	2.9
FY24	57.7	8.00%	11,442	5,043	98.7%	1.9
FY25	48.0	8.13%	11,442	4,195	98.7%	1.0

50 Cavil Avenue, Gold Coast, QLD

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	119.0	6.50%	16,648	7,148	99.2%	3.0
FY23	120.0	7.25%	16,648	7,268	97.2%	3.7
FY24	110.5	8.00%	16,648	6,637	99.3%	3.5
FY25	122.0	7.50%	16,569	7,363	96.2%	3.3

19 Harris Street, Pyrmont, NSW

Year	Value ($ million)	Capitalisation Rate	NLA (sqm)	Value per sqm	Occupancy	WALE (years)
FY22	92.3	5.25%	12,549	14,742	91.6%	2.8
FY23	81.8	5.75%	12.549	13,068	97.7%	2.4
FY24	70.4	6.75%	12,533	11,250	97.5%	3.4
FY25	68.9	7.13%	12,478	12,478	80.1%	3.3

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Part Two – Financial Services Guide

What is an FSG?

This Financial Services Guide ("FSG") is an important document that provides you with information to help you decide whether to use our financial services.

This FSG contains information on:

- who we are;
- who our authorised representatives are;
- how we can be contacted;
- certain financial services that we can offer you;
- how we, our authorised representatives and other parties involved in providing the financial services are paid in relation to the financial services we offer; and
- details of how you can make a complaint about us or the financial services we provide.

Who we are?

Kroll Australia Pty Ltd (ACN 116 738 535), ("We", "us" and "Kroll") is authorised to provide retail financial services on behalf of Millinium Capital Managers Limited (ACN 111 283 357) ("Millinium"), Australian Financial Services License ("AFSL") no. 284336, as a Corporate Authorised Representative ("CAR"). We have also appointed Mr. Ian Jedlin as an authorised representative to Millinium's AFSL (our "Authorised Representative"). All authorised representatives of Kroll are authorised representatives of Millinium. We aim to provide quality financial products and services to investors. Kroll acts on its own behalf when providing financial services.

Kroll has been engaged by ECF ("Client") to prepare an independent expert's report ("Report") in connection with the proposed Offer. The Client will provide our Report to you.

Our details

Kroll Australia Pty Ltd
Level 32, 85 Castlereagh St
SYDNEY
NSW 2000
www.kroll.com
Ph: 02 8286 7200

Our Authorised Representatives

Celeste Oakley
ASIC authorised representative: No. 001309836
Level 32, 85 Castlereagh St, SYDNEY, NSW 2000

Ian Jedlin
ASIC authorised representative: No. 000404117
Level 32, 85 Castlereagh St, SYDNEY, NSW 2000

Authorised Financial Services

Kroll is authorised by Millinium to provide the following financial services as their CAR:

- provide financial product advice in respect of the following classes of financial products:
  - interests in managed investment schemes including investor directed portfolio services; and
  - securities,
  - with respect to retail clients and wholesale clients.

This FSG only relates to the provision of general advice by Kroll.

Personal Advice

Neither we nor our authorised representatives can provide you with personal advice. Personal advice is advice that takes into account your objectives, financial situation and needs. Where you are referred to a financial planner for personal advice, they will make reasonable enquiries to understand your personal objectives, financial situation and needs. Their personal advice, and any relevant warnings, will be provided to you in their Statement of Advice ("SOA").

Remuneration

Kroll charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay Kroll $200,000 (excluding GST and out of pocket expenses) for preparing the Report. Kroll and its officers, representatives, related entities and associates ("Personnel") will not receive any other fee or benefit in connection with the provision of the Report. All Personnel that provide general advice on our behalf in providing services are on contract to us and receive a salary or payments in accordance with their respective contracts. They may also receive a bonus, but it is not related to the general advice provided in the Report.

Kroll may provide professional services, including consultancy, business intelligence, transfer pricing and financial advisory services, to the person who engaged us and receive fees for those services Kroll and any of its associated entities may at any time provide professional services to financial product issuers in the ordinary course of business.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the transaction.

Attachment C – Independent Expert's Report continued

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Complaint Redressal

If you have a complaint, please let either Kroll or the Authorised Representative know. Formal complaints should be sent in writing to Complaints Officer, Kroll, Level 32, 85 Castlereagh St, SYDNEY, NSW 2000. If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on 02 8286 7227 and they will assist you in documenting your complaint. If the complaint cannot be settled in the first instance by Kroll, you should contact Millinium via the contact details set out below:

In writing:

Dispute Resolution Officer
Millinium Capital Managers Limited
GPO Box 615
Sydney, NSW, 2000

When your complaint is received by Millinium it will be entered onto Millinium's complaints register. All details of the complaint will be sent to the Disputes Resolution Officer who will investigate the circumstances of the complaint. If the Disputes Resolution Officer is unable to reach a satisfactory resolution of the complaint within thirty (30) business days of receipt, you should contact Australian Financial Complaints Authority ("AFCA"). The details are:

In writing:

https://www.afca.org.au/make-a-complaint
Telephone
1300 56 55 62 (local call rate)
Email
info@afca.orga.au
Website
www.afca.org.au

Please note that AFCA can currently only deal with claims for compensation up to $1,085,000. Monetary limits and the AFCA terms of reference do change from time to time. Current details can be obtained from the AFCA website listed above.

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