Diversified United Investment Limited

13 March 2026

ASX Announcement

Scheme Booklet registered by ASIC

Diversified United Investment Limited (**DUI**) refers to its announcement made on 12 March 2026 in relation to:

- the proposed merger with Australian United Investment Company Limited (ASX:AUI)(**AUI**) by way of members' scheme of arrangement (**Scheme**); and
- the orders made by the Federal Court of Australia that DUI convene a meeting of DUI shareholders (other than the Excluded Shareholder, being AUI) to consider and vote on the Scheme (**Scheme Meeting**) and approving the distribution of an explanatory statement providing information about the Scheme and the Notice of Scheme Meeting (**Scheme Booklet**) to DUI shareholders.

Scheme Booklet and Independent Expert's Report

DUI confirms that the Scheme Booklet has today been registered with the Australian Securities and Investments Commission (**ASIC**). The Scheme Booklet is an important document. You should read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme. A copy of the Scheme Booklet is attached and will also be made available on DUI's website (www.dui.com.au). For details on how you will receive the Scheme Booklet, please refer to DUI's announcement made on 12 March 2026.

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by Kroll Australia Pty Ltd (**Independent Expert**). The Independent Expert has concluded that the Scheme is in the best interests of DUI shareholders in the absence of a Superior Proposal. The Independent Expert's conclusion should be read in context with the full Independent Expert's Report, which is included in Annexure A of the Scheme Booklet.

Independent Directors' recommendation and DUI Directors' voting intentions

The Independent Directors unanimously recommend that DUI shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI shareholders.

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Subject to the same qualifications, each DUI Director (including Mr Charles Goode AC and Mr Anthony Burgess AO) will vote, or procure the voting of, any DUI shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme.

Scheme Meeting

DUI shareholders (other than the Excluded Shareholder) will be asked to vote on the Scheme at 12.00 pm (Melbourne time) on Thursday, 16 April 2026. The Scheme Meeting will be held in person at the offices of Ashurst Australia, Level 16, 80 Collins Street, Melbourne, VIC 3000 and online at https://meetings.openbriefing.com/DUISCHEME26.

All registered DUI shareholders as at 7.00 pm (Melbourne time) on Tuesday, 14 April 2026 will be eligible to vote at the Scheme Meeting (other than the Excluded Shareholder).

All DUI shareholders are encouraged to vote either by completing and returning the proxy form in accordance with the instructions on that form or alternatively by casting a direct vote online or attending the Scheme Meeting in person, online or by proxy, attorney or corporate representative. The proxy form may also be used to cast a direct vote.

Shareholder Information Line

For further information, please contact the Shareholder Information Line on 1300 911 275 (within Australia) between 8.30 am and 5.30 pm, Monday to Friday (excluding public holidays).

This announcement was authorised for release by the Independent Board Committee of DUI.

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DIVERSIFIED UNITED INVESTMENT LIMITED

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SCHEME BOOKLET

For a scheme of arrangement to give effect to the proposed merger of Diversified United Investment Limited and Australian United Investment Company Limited.

VOTE IN FAVOUR

Your Independent Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders.

The Independent Expert has concluded that the Scheme is in the best interests of DUI Shareholders, in the absence of a Superior Proposal.

This is an important document and requires your attention. You should read it entirely before deciding whether or not to vote in favour of the Scheme. If you are in any doubt about how to deal with this document, you should contact your broker or financial, taxation, legal or other professional adviser immediately. If, after reading this Scheme Booklet, you have any questions in relation to the Scheme or this Scheme Booklet, please contact the Shareholder Information Line on 1300 911 275.

Legal Adviser

Ashurst

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Important notices

General

This Scheme Booklet is important and requires your immediate attention. You should read this Scheme Booklet in full before making any decision as to how to vote at the Scheme Meeting. In particular, it is important that you consider the potential risks, as set out in Section 11, and the views of the Independent Expert set out in the Independent Expert's Report contained in Annexure A.

If you are in any doubt as to any action you should take, you should consult your legal, financial, taxation or other professional adviser.

This Scheme Booklet has been sent to you because you are shown in the DUI Share Register as holding DUI Shares. If you have recently sold all of your DUI Shares, please disregard this Scheme Booklet.

Purpose of this document

The purpose of this Scheme Booklet is to:

- explain the terms of this Scheme;
- explain the manner in which the Scheme will be implemented (if approved by the Requisite Majorities and the Court); and
- provide information that is prescribed by law or is otherwise material to the decision of DUI Shareholders on whether to approve the Scheme.

This Scheme Booklet includes the explanatory statement for the Scheme required by subsection 412(1) of the Corporations Act.

ASIC and ASX

A copy of this Scheme Booklet has been registered by ASIC for the purposes of subsection 412(6) of the Corporations Act. ASIC has been given the opportunity to comment on this Scheme Booklet in accordance with subsection 411(2) of the Corporations Act.

ASIC has been asked to provide a statement, in accordance with paragraph 411(17)(b) of the Corporations Act, that it has no objection to the Scheme. If ASIC provides that statement, it will be produced to the Court at the time of the Court hearings to approve the Scheme.

Neither ASIC, nor any of its officers, takes any responsibility for the contents of this Scheme Booklet.

A copy of this Scheme Booklet has been provided to the ASX. Neither the ASX, nor any of its officers, takes any responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under subsection 411(1) of the Corporations Act

The fact that, under subsection 411(1) of the Corporations Act, the Court has ordered that a meeting be convened and has directed that this explanatory statement accompany the Notice of Scheme Meeting does not mean that the Court:

- has formed any view as to the merits of the proposed Scheme or as to how DUI Shareholders should vote (on this matter DUI Shareholders must reach their own conclusion); or
- has prepared, or is responsible for the content of, the explanatory statement; or
- has approved, or will approve, the terms of the Scheme.

The order of the Court that the Scheme Meeting be convened is not, and should not be treated as, an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Notice of Scheme Meeting

The Notice of Scheme Meeting is set out in Annexure D. A reference to the 'Scheme Booklet' in the Notice of Scheme Meeting will be taken to

include any supplementary scheme booklet released in relation to the Scheme.

Notice of Second Court Hearing

At the Second Court Hearing, the Court will consider whether to approve the Scheme following the vote at the Scheme Meeting.

Any DUI Shareholder has the right to appear and be heard at the Second Court Hearing, and may oppose the approval of the Scheme at the Second Court Hearing.

If you wish to oppose approval of the Scheme at the Second Court Hearing, you may do so by filing with the Court and serving on DUI a notice of appearance in the prescribed form together with any affidavit that you propose to rely on.

The Second Court Hearing is currently scheduled to be held at 10.15am on Monday, 20 April 2026 at the Federal Court of Australia, 305 William Street, Melbourne, Victoria. An earlier or later date may be sought. Any change to this date will be notified on the DUI website (www.dui.com.au) and on the ASX website (www.asx.com.au).

No investment advice

This Scheme Booklet has been prepared without reference to the investment objectives, financial and taxation situation or particular needs of any DUI Shareholder or any other person. The information and recommendations contained in this Scheme Booklet do not constitute, and should not be taken as, financial product advice. The Independent Directors encourage you to seek independent financial and taxation advice before making any investment decision and any decision as to whether or not to vote in favour of the Scheme.

Responsibility statement

DUI has prepared, and is responsible for, the DUI Information. None of AUI or any of its directors, officers, employees or advisers assume any responsibility for the accuracy or completeness of the DUI Information and, to the maximum extent permitted by law, will not be responsible for any DUI Information and disclaims liability for the DUI Information appearing in this Scheme Booklet.

AUI has prepared, and is responsible for, the AUI Information. None of DUI or any of its directors, officers, employees or advisers assume any responsibility for the accuracy or completeness of the AUI Information and, to the maximum extent permitted by law, DUI will not be responsible for any AUI Information and disclaims liability for the AUI Information appearing in this Scheme Booklet.

Kroll Australia Pty Ltd has prepared the Independent Expert's Report (as set out in Annexure A) and takes responsibility for that report. None of DUI, AUI or any of their respective directors, officers, employees or advisers assume any responsibility for the accuracy or completeness of the information contained in the Independent Expert's Report, except, in the case of DUI, in relation to the information which it has provided to the Independent Expert.

No consenting party has withdrawn their consent to be named before the date of this Scheme Booklet.

Forward looking statements

Some of the statements appearing in this Scheme Booklet (including in the Independent Expert's Report) may be in the nature of forward looking statements. Forward looking statements or statements of intent in relation to future events in this Scheme Booklet (including in the Independent Expert's Report) should not be taken to be forecasts or predictions that those events will occur. Forward looking statements generally may be identified by the use of forward looking words such as 'believe', 'aim', 'expect', 'anticipate', 'intending', 'foreseeing', 'likely', 'should', 'planned', 'may', 'estimate', 'potential', or other similar words. Similarly, statements that describe the objectives, plans, goals, intentions or expectations of DUI or AUI are or may be forward looking statements. You should be aware that such statements are only opinions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and

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risks specific to DUI or AUI and/or the industry in which they operate, as well as general economic conditions, prevailing exchange rates and interest rates and conditions in financial markets.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. None of DUI, AUI, or their respective officers, directors, employees or advisers or any person named in this Scheme Booklet or any person involved in the preparation of this Scheme Booklet makes any representation or warranty (either 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. Accordingly, you are cautioned not to place undue reliance on those statements.

Any forward looking statements in this Scheme Booklet reflect views held only at the date of this Scheme Booklet. Subject to any continuing obligations under the Listing Rules or the Corporations Act, DUI and AUI, and their respective officers, directors, employees and advisers, disclaim any obligation or undertaking to distribute after the date of this Scheme Booklet any updates or revisions to any forward looking statements to reflect (a) any change in expectations in relation to such statements; or (b) any change in events, conditions or circumstances on which any such statement is based.

Foreign jurisdictions

The release, publication or distribution of this Scheme Booklet in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons outside of Australia who come into possession of this Scheme Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Scheme Booklet has been prepared in accordance with the laws of Australia and the information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia.

This Scheme Booklet and the Scheme do not in any way constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer.

DUI Shareholders who are nominees, trustees or custodians are encouraged to seek independent advice as to how they should proceed.

Further information regarding Ineligible Foreign Shareholders is set out in Section 7.4(e).

External websites

The content of the websites of DUI and AUI do not form part of this Scheme Booklet and DUI Shareholders should not rely on any such content.

Any reference in this Scheme Booklet to a website is for information purposes only and no information on any website forms part of this Scheme Booklet.

Privacy

DUI, AUI and the DUI Share Registry may collect personal information in the process of implementing the Scheme. The type of personal information may include your name, contact details and information on your shareholding in DUI and the names of persons appointed by you to act as a proxy, attorney or corporate representative at the Scheme Meeting as relevant to you. The collection of some of this information is required or authorised by the Corporations Act.

The primary purpose of the collection of personal information is to assist DUI to conduct the Scheme Meeting and implement the Scheme. Without this information, DUI may be hindered in its ability to issue this Scheme Booklet and implement the Scheme. Personal information of the type described above may be disclosed to the DUI Share Registry, AUI's share registry, third party service providers

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(including print and mail service providers and parties otherwise involved in the conduct of the Scheme Meeting), authorised securities brokers, professional advisers, Government Agencies, and also where disclosure is otherwise required or allowed by law.

DUI Shareholders who are individuals and the other individuals in respect of whom personal information is collected as outlined above have certain rights to access the personal information collected in relation to them.

If you would like to obtain details of the information about you held by the DUI Share Registry in connection with DUI Shares, please contact the DUI Share Registry on 1300 970 086.

DUI Shareholders who appoint an individual as their proxy, corporate representative or attorney to vote at the Scheme Meeting should ensure that they inform such an individual of the matters outlined above. Further information about how DUI collects, uses and discloses personal information is contained in DUI's privacy policy located at www.dui.com.au/privacy.

The privacy policy of AUI is available at www.aui.com.au/privacy and contains information about how AUI collects, uses and discloses personal information.

Defined terms

Capitalised terms and certain abbreviations used in this Scheme Booklet have the meanings given to them in the Glossary in Section 14.

References to currency

All financial amounts in this Scheme Booklet are expressed in Australian currency unless otherwise stated.

Effect of rounding

Figures, amounts, percentages, estimates, calculations of value and fractions in the Scheme Booklet are subject to the effect of rounding, unless otherwise indicated. Accordingly, the actual calculation of these figures may differ from the figures set out in this Scheme Booklet.

Any discrepancies between totals in tables or financial statements, or in calculations, graphs or charts are due to rounding. All financial and operational information set out in this Scheme Booklet is current as at the Last Practicable Date, unless otherwise stated.

Charts and diagrams

Any diagrams, charts, graphs or tables appearing in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, graphs and tables is based on information available as at the Last Practicable Date.

References to time

All times and dates referred to in this Scheme Booklet are times and dates in Melbourne, Australia, unless otherwise indicated.

Queries

If you have any questions, please contact the Shareholder Information Line on 1300 911 275 (within Australia) between 8.30 am and 5.30 pm, Monday to Friday (excluding public holidays).

Date of Scheme Booklet

This Scheme Booklet is dated 12 March 2026.

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1. Letter from Independent Directors of DUI

Dear DUI Shareholder

On behalf of the independent board committee of DUI (the **DUI IBC**) comprising me, Stephen Hiscock, and my fellow Independent Director Andrew Larke, I am pleased to present you with this Scheme Booklet containing information in relation to the proposed merger of DUI with AUI, to form a larger listed investment company, by way of a scheme of arrangement.

Proposed merger by way of the Scheme

Under the Scheme, DUI Shareholders (other than Ineligible Shareholders) will be entitled to receive New AUI Shares in exchange for their DUI Shares.

The number of New AUI Shares per DUI Share will be determined based on the pre-tax net tangible assets per share of DUI divided by the pre-tax net tangible assets per share of AUI on the date that is 5 Business Days before the Scheme Meeting, adjusted for estimated transaction costs associated with the Scheme to be incurred up to implementation. Based on the pre-tax net tangible assets per share released by each of DUI and AUI to ASX as at the Last Practicable Date,[1] eligible DUI Shareholders would receive approximately 0.4705 AUI Shares for each DUI Share under the Scheme.

The Scheme can only proceed if, among other conditions, the requisite majorities of DUI Shareholders approve it, being more than 50% of DUI Shareholders present and voting and at least 75% of the total number of votes cast on the Scheme Resolution by DUI Shareholders present and voting, at the Scheme Meeting.

The Scheme also requires Court approval.

Establishment of an Independent Board Committee to consider the Scheme

Following receipt of the merger proposal from AUI, a committee of independent DUI Directors, the DUI IBC, was appointed by DUI to consider the proposal and whether to proceed with the Scheme. A committee of independent directors was required as Mr Charles Goode AC is the Chairman of both DUI and AUI, and Mr Anthony Burgess AO is a Governor of The Ian Potter Foundation, which has entered into the IPF Option Agreement with AUI in connection with the Scheme (see Section 13.3).

The Independent Directors considered the Scheme in detail and believe that the Scheme should benefit DUI and DUI Shareholders. Accordingly, on 30 January 2026 it was announced that DUI had entered into the Implementation Deed with AUI in relation to implementation of the Scheme.

Key benefits of the Scheme

The proposed merger is expected to bring the following key benefits for DUI Shareholders which, taken together, have the potential to support a narrower share price discount to pre-tax net tangible assets (**NTA**) for the Merged Group than has been reflected in DUI's share price:

[1] Based on the latest published monthly pre-tax net tangible assets per share of each of DUI ($6.47) and AUI ($13.75) released to ASX on 6 March 2026.

- **Greater scale and flexibility**: After the merger, eligible DUI Shareholders would hold shares in a much larger listed investment company. DUI and AUI hold broadly similar portfolios of ASX-listed shares (DUI also has international investments comprising approximately 21% of its investment portfolio). The merger is expected to allow for greater flexibility in portfolio management with the benefits of increased scale. AUI also expects to see an uplift in the tax cost base of the DUI portfolio.
- **Increased dividends**: The AUI Board has confirmed that, in the absence of unforeseen circumstances, it expects to maintain after the merger AUI's current annual fully franked dividend of 37 cents per AUI Share and for each of the next four years to pay a special fully franked dividend of eight cents per AUI Share (see Section 10.4). On this basis, DUI Shareholders who receive and continue to hold AUI Shares are expected to see their annual fully franked dividends (per existing DUI Share) increase from 16 cents by approximately 33% to approximately 21.2 cents.[2]
- **Cost savings**: The Independent Directors estimate scope for annual cost savings of approximately 21% or $700,000 per annum for the Merged Group from a combination of the two companies relating to directors' fees, listing fees, directors and officers insurance and other items.

Further details on the expected benefits of the Scheme are set out in Section 4.1 of this Scheme Booklet.

Key disadvantages and risks of the Scheme

The Independent Directors have also considered the potential disadvantages, including risks, of implementing the Scheme, details of which are set out in Sections 4.2 and 11.

The potential reasons to vote against the Scheme include that you may consider that DUI's investments on a stand-alone basis are likely to achieve a higher rate of return than the investments of the Merged Group, you may believe that the reduced exposure to DUI's current investment portfolio and exposure to AUI's investments is not in your best interests, you may consider that the Merged Group may not be able to maintain its expected dividend payment, the tax consequences of transferring your DUI Shares pursuant to the Scheme may not be attractive to you and the risks of implementing the Scheme.

These risks include the fact that the value of the Scheme Consideration is dependent on the market value of AUI Shares traded on ASX, which is subject to fluctuation from different factors including general economic or market conditions, and may also be affected by the risks relating to the creation of the Merged Group set out in Section 11.3 (such as integration risks or a failure to achieve targeted savings in the anticipated timeframe) and the other general risks relating to the business and operations of the Merged Group set out in Section 11.4 (many of which are applicable to DUI and its business). We do not warrant the future share price performance of New AUI Shares or that implementation of the Scheme will result in a narrower share price discount to pre-tax net tangible assets for the Merged Group than has been reflected in DUI's share price.

[2] Based on the latest published monthly pre-tax net tangible assets per share of each of DUI ($6.47) and AUI ($13.75) released to ASX on 6 March 2026.

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That said, the Independent Directors consider the potential benefits of the Scheme outweigh the potential disadvantages and risks.

The Ian Potter Foundation – voting intention and call option agreement

The Ian Potter Foundation has been a major shareholder in DUI for thirty four years. It currently holds 16.79% of DUI Shares and is the largest shareholder in DUI. The Ian Potter Foundation is strongly supportive of the merger to be effected by the Scheme and has confirmed to DUI that it intends to vote, or cause to be voted, all of its DUI Shares at the time of the Scheme Meeting in favour of the Scheme, in the absence of a superior proposal.

AUI has also entered into a call option agreement with The Ian Potter Foundation under which AUI would (subject to the terms of that agreement) have the right to acquire up to 27,977,060 DUI Shares (representing 13.07% of DUI Shares) held by The Ian Potter Foundation in exchange for newly issued AUI Shares upon DUI receiving a Competing Proposal. AUI also currently holds 14,644,155 DUI Shares (representing 6.83% of DUI Shares). As at the Last Practicable Date, the call option agreement results in AUI having a Relevant Interest in 19.90% of DUI Shares.

Independent Directors' recommendation and DUI Directors' voting intentions

The Independent Directors unanimously recommend that DUI Shareholders **vote in favour** of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders.

Subject to the same qualifications, each DUI Director (including Mr Charles Goode AC and Mr Anthony Burgess AO) will vote, or procure the voting of, any DUI Shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme.

For the reasons noted earlier in this letter, only the Independent Directors are making a recommendation in relation to the Scheme.

Independent Expert's opinion

The Independent Directors appointed Kroll Australia Pty Ltd as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of DUI Shareholders, in the absence of a Superior Proposal.

A copy of the Independent Expert's Report is included in Annexure A.

What should you do?

The Scheme can only be implemented if it is approved by DUI Shareholders at the Scheme Meeting which is scheduled for 12.00 pm on Thursday, 16 April 2026 at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne, VIC 3000 and online at https://meetings.openbriefing.com/DUISCHEME26.

Your vote is important and I encourage you to vote by attending the Scheme Meeting or alternatively by completing the proxy form in accordance with the instructions on that form.

If you wish for the proposed merger to proceed, it is important that you vote in favour of the Scheme so that it is approved.

Further information

You should carefully read this Scheme Booklet in its entirety before making any decision in relation to the Scheme.

If you have any questions, please contact the Shareholder Information Line on 1300 911 275 (within Australia) between 8.30 am and 5.30 pm, Monday to Friday (excluding public holidays).

If you are in any doubt as to what you should do, please consult your broker or legal, financial, taxation or other professional adviser.

On behalf of the DUI IBC, I would like to take this opportunity to thank you for your continued support of DUI.

Yours sincerely



Stephen Hiscock
Lead Independent Director

Diversified United Investment Limited

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2. Letter from Chairman of AUI

Dear DUI Shareholder

The AUI Board is very pleased to provide you with further information regarding the proposed merger and the opportunity to deliver enhanced value for both AUI and DUI shareholders.

As you know, I am the Chairman of both AUI and DUI. Although I am acting in my capacity as Chairman of AUI only for the purpose of this transaction, I am fully supportive of the merger as both a Director of AUI and a Director of DUI, and intend to vote all my DUI shares held at the time of the scheme meeting in favour of the merger.

The merger is a natural combination, as AUI and DUI have similar investment philosophies. The Directors of AUI see benefits from both companies coming together:

- AUI has demonstrated strong performance compared to the ASX200 and its peers over the short and long term. Over 1, 3, 5 and 10 years, AUI on the basis of pre-tax net tangible assets backing per share has outperformed the other traditional listed investment companies.[3] DUI shareholders will benefit from this track record.
- Despite that, AUI (and DUI) shares trade at a discount to the underlying investment portfolio. Combining AUI and DUI (AUI market capitalisation $1.32 billion and DUI market capitalisation $1.06 billion) will create a much larger listed entity. This is expected to lead to increased liquidity of shares in the merged group and may lead to a reduction in the trading discount of the share price to the pre-tax net tangible assets of the merged group.
- The two companies have a broadly similar Australian share portfolio. In addition, DUI has international investments comprising around 21% of its investment portfolio. The merger would allow increased flexibility in managing the combined investment portfolio as a result of the increased size of the portfolio and an expected overall uplift in the tax cost base of the DUI portfolio.
- The two companies share the costs of secretarial services and rent, but have separate costs in relation to directors' fees, stock exchange listings, and directors and officers' insurance, among other items. The combined annual costs, other than interest costs, of the two companies is around $3.3 million. We estimate that there would be around a 21% or $700,000 saving by combining the two companies.
- The Directors of AUI confirm that they expect, in the absence of unforeseen circumstances, to maintain after the merger AUI's current annual fully franked dividend of 37 cents per share and for each of the next four years to pay a special fully franked dividend of 8 cents per share (see Section 10.4).

In addition to the benefits outlined above, it is expected that CGT scrip for scrip rollover relief will be available for relevant Australian DUI shareholders. Where CGT rollover applies and is elected, those

[3] For this purpose, AUI's peers and the other traditional listed investment companies are Diversified United Investment Limited (ASX: DUI), Australian Foundation Investment Company Limited (ASX: AFI), Argo Investments Limited (ASX: ARG), BKI Investment Company Limited (ASX: BKI) and Whitefield Industrials Limited (ASX: WHF).

shareholders will defer any capital gains tax liability in relation to the new AUI shares they will receive for their DUI shares under the merger.

On behalf of the AUI Board, I encourage you to vote in favour of the merger at the scheme meeting on Thursday, 16 April 2026 and look forward very much to welcoming you as a shareholder of the merged AUI and DUI group following the successful implementation of the scheme.

Yours sincerely



Charles Goode AC
Chairman

Australian United Investment Company Limited

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3. Key dates

Event	Time and date
First Court Date Date of this Scheme Booklet	Thursday, 12 March 2026
Calculation Date Calculation of Scheme Consideration and, no later than 1 Business Day after, announcement of Scheme Consideration to ASX	Thursday, 9 April 2026
Receipt of proxy forms Latest time and date for receipt of proxy forms, powers of attorney or certificates of appointment for corporate representatives by the DUI Share Registry for the Scheme Meeting	12.00 pm, Tuesday, 14 April 2026
Voting record date Time and date for determining eligibility to vote at the Scheme Meeting	7.00 pm, Tuesday, 14 April 2026
Scheme Meeting	12.00 pm, Thursday, 16 April 2026
If the Scheme is approved by DUI Shareholders at the Scheme Meeting	
Second Court Date	Monday, 20 April 2026
Effective Date Court order lodged with ASIC and announcement to ASX Last day of trading in DUI Shares — DUI Shares will be suspended from trading on ASX from close of trading	Tuesday, 21 April 2026
New AUI Shares commence trading — deferred settlement New AUI Shares commence trading on ASX on a deferred settlement basis	Wednesday, 22 April 2026
Scheme Record Date Time and date for determining entitlements to Scheme Consideration	7.00 pm, Thursday, 23 April 2026
Implementation Date Provision of Scheme Consideration	Thursday, 30 April 2026
New AUI Shares commence trading — normal trading New AUI Shares commence normal trading on ASX	Friday, 1 May 2026

All times and dates in the above timetable are references to the time and date in Melbourne, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the approval of the Scheme by DUI Shareholders and by the Court. Any changes will be announced by DUI to the ASX.

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4. Key considerations relevant to your vote

4.1 Why you should vote in favour of the Scheme

(a) Opportunity to be exposed to a larger LIC, with greater scale and flexibility

The Merged Group will be significantly larger than DUI or AUI on a stand-alone basis. DUI currently has a market capitalisation of approximately $1.06 billion and AUI has a market capitalisation of approximately $1.32 billion. Based on the latest published monthly pre-tax net tangible assets of each of DUI and AUI as at the Last Practicable Date, adjusting for AUI's existing investment in DUI, the Merged Group is expected to have combined pre-tax net tangible assets of approximately $3.1 billion.

DUI and AUI hold broadly similar portfolios of ASX-listed shares (DUI also has international investments comprising approximately 21% of its investment portfolio). The merger through the Scheme is expected to allow for greater flexibility in portfolio management with the benefits of increased scale. AUI also expects to see an uplift in the tax cost base of the DUI portfolio.

(b) Opportunity for exposure to increased dividends

The AUI Board has confirmed that, in the absence of unforeseen circumstances, it expects to maintain after the merger AUI's current annual fully franked dividend of 37 cents per AUI Share and for each of the next four years to pay a special fully franked dividend of eight cents per AUI Share (see Section 10.4). On this basis, for the next four years, DUI Shareholders who receive and continue to hold AUI Shares are expected to see their annual fully franked dividends (per existing DUI Share) increase from 16 cents by approximately 33% to approximately 21.2 cents.[4]

(c) Cost savings

The Scheme is anticipated to generate a number of cost savings, primarily through consolidating key corporate costs incurred by both companies, which largely relate to directors' fees, listed public company costs and insurance. The combined costs, other than interest costs, of the two companies is around $3.3 million and the IBC estimates scope for annual cost savings of approximately 21% or $700,000 per annum for the Merged Group from a combination of the two companies.

(d) Potential to support a narrower share price discount

AUI and DUI shares trade at a discount to the underlying investment portfolio. In consultation with its advisers, the IBC has formed the view that, taken together, the benefits listed in Sections 4.1(a), 4.1(b) and 4.1(c) have the potential to support a narrower share price discount to pre-tax net tangible assets for the Merged Group than has been reflected in DUI's share price.

[4] Based on the latest published monthly pre-tax net tangible assets per share of each of DUI ($6.47) and AUI ($13.75) released to ASX on 6 March 2026.

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(e) **The Independent Directors unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders**

The Independent Directors unanimously recommend that DUI Shareholders (other than the Excluded Shareholder, being AUI) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders.

Subject to those same qualifications, each Independent Director will vote, or procure the voting of, any DUI Shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme.

The interests of the DUI Directors in DUI Shares are set out in Section 13.1.

(f) **The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of DUI Shareholders, in the absence of a Superior Proposal**

The Independent Expert has analysed DUI's business and, in light of this analysis, the Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of DUI Shareholders, in the absence of a Superior Proposal.

The key reasons for the Independent Expert's conclusion are:

- that the pre-tax net tangible assets per share for DUI and AUI (which forms the basis for determining the Scheme Consideration subject to adjustments for estimated transaction costs) represent fair value and, accordingly, the Scheme Consideration is fair, including if it were calculated as at 31 December 2025;
- the proposed proportionate ownership in the Merged Group held by DUI Shareholders following implementation of the Scheme falls within the range of the underlying value contribution of DUI to the Merged Group; and
- the Scheme is reasonable on the basis of the implications of the Scheme for DUI Shareholders (including on the basis of considerations substantially similar to those noted in Sections 4.1(a), 4.1(b), 4.1(c), 4.1(d), 4.1(g) and 4.1(h)), the alternatives to the Scheme and the consequences of not approving the Scheme.

The full reasons for the Independent Expert's conclusion are set out in the Independent Expert's Report, a copy of which is included in Annexure A. The Independent Directors encourage you to read this report in its entirety.

(g) **Scheme Consideration based on pre-tax net tangible assets per DUI Share**

Scheme Shareholders will receive the Scheme Consideration based on pre-tax net tangible assets per DUI Share relative to pre-tax net tangible assets per AUI Share,

rather than share price. DUI Shares have generally traded on ASX at a discount to pre-tax net tangible assets prior to the announcement of the Scheme on 30 January 2026, as have AUI Shares.

(h) **No Superior Proposal has emerged**

Since the proposed Scheme was announced up until the date of this Scheme Booklet, no Superior Proposal has emerged.

The Independent Directors are, as at the date of this Scheme Booklet, not aware of, and have not received, any Superior Proposal.

(i) **Brokerage charges will not apply to the transfer of your DUI Shares**

You will not incur any brokerage charges on the transfer of your DUI Shares to AUI under the Scheme.

It is possible that such brokerage charges (and, potentially GST on those charges) would be incurred if you dispose of your DUI Shares other than under the Scheme.

4.2 **Why you may consider voting against the Scheme**

(a) **Risks of the Scheme**

There are a number of risks that may result from implementation of the Scheme to be considered when making a decision on how to vote on the Scheme.

While the Independent Directors acknowledge these risks, they believe the advantages outweigh these risks and unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders.

For further details on these risks, refer to Section 11.

(b) **You may disagree with the Independent Directors' unanimous recommendation and the Independent Expert's conclusion**

Despite the unanimous recommendation of the Independent Directors to vote in favour of the Scheme as set out in Section 4.1(e) and the conclusion of the Independent Expert that the Scheme is in the best interests of DUI Shareholders as set out in Section 4.1(f), you may believe that the Scheme is not in your best interests.

(c) **Relative return prospects and/or ability of the Merged Group to maintain its expected dividend**

You may consider that DUI's investments on a stand-alone basis are likely to achieve a higher rate of return than the investments of the Merged Group over the short, medium or long term and/or that the Merged Group may not be able to maintain its expectation to pay a special fully franked dividend of eight cents per AUI Share for the next four years or its expected dividends more broadly.

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The Independent Directors express no opinion as to the relative rates of return on either DUI's or AUI's investments or the Merged Group's ability to maintain its expected annual dividends following implementation of the Scheme.

(d) **Scheme Shareholders will have reduced exposure to international equities**

If the Scheme is implemented, eligible Scheme Shareholders will have a reduced exposure to DUI's current investment portfolio and exposure to AUI's investments, which you may not believe is in your best interests.

If the Scheme is implemented, the exposure of eligible DUI Shareholders to international securities through DUI's investment portfolio is expected to be reduced on implementation of the Scheme from approximately 21% to approximately 10%, as at the Last Practicable Date. This international exposure is currently unhedged by DUI and is expected to remain so until implementation of the Scheme, following which both hedging and investment decisions more generally are matters for AUI to determine. Absent other changes, this reduced weighting of international securities in the Merged Group will reduce shareholders' exposure to the value of these international securities relative to the remaining portfolio of Australian securities.

You may prefer to have potentially greater exposure to international securities through your current investment in DUI.

For further information on AUI and AUI's intentions in relation to international securities, refer to Sections 9 and 10.3.

(e) **You may believe that there is potential for a Superior Proposal to emerge**

You may consider that a Superior Proposal could emerge in the future. The Independent Directors are, as at the date of this Scheme Booklet, not aware of, and have not received, any Superior Proposal.

(f) **The tax consequences of transferring your DUI Shares pursuant to the Scheme may not be attractive to you**

The tax consequences of the Scheme will depend on your personal situation. You may consider that the tax consequences of transferring your DUI Shares to AUI pursuant to the Scheme are not attractive to you.

DUI Shareholders should read the tax implications of the Scheme outlined in Section 12. However, Section 12 is general in nature, and DUI Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.

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5. Frequently asked questions

This Section 5 answers some frequently asked questions relating to the Scheme. It is not intended to address all relevant issues for DUI Shareholders. This Section 5 should be read together with all other parts of this Scheme Booklet.

Question	Answer	More information
Overview of the Scheme		
Why have I received this Scheme Booklet?	This Scheme Booklet has been sent to you because you are a DUI Shareholder and you are being asked to vote on the Scheme. This Scheme Booklet is intended to help you to consider and decide on how to vote on the Scheme at the Scheme Meeting.	N/A
What is the Scheme?	The Scheme is a scheme of arrangement between DUI and the Scheme Shareholders. A "scheme of arrangement" is a statutory procedure in the Corporations Act that is commonly used in transactions in Australia that may result in a change of ownership or control of a company. In addition to requiring Court approval, schemes of arrangement require a shareholder vote in favour of a resolution to implement the scheme of arrangement by the Requisite Majorities. If the Scheme becomes Effective, AUI will acquire all the Scheme Shares for the Scheme Consideration. DUI will be delisted from the ASX and become a wholly owned subsidiary of AUI. This will create a single listed investment company with a combined pre-tax net tangible assets of approximately $3.1 billion as at the Last Practicable Date.	Section 7 and Annexure B
Who is AUI?	AUI is a LIC founded in 1953 by the late Sir Ian Potter and invests in Australian listed equities. AUI has been listed on the ASX since 1 January 1974 and manages a portfolio valued at $1.7 billion (as at 31 December 2025). As part of its investment portfolio, AUI currently holds 6.83% of DUI Shares.	Section 9

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Question	Answer	More information
	AUI has demonstrated strong performance compared to the ASX200 and its peers over the short and long term. Over 1, 3, 5 and 10 years, AUI on the basis of pre-tax net tangible assets backing per share has outperformed the other traditional listed investment companies.[5]	
Why does AUI wish to merge with DUI under the Scheme?	AUI considers that the merger is a natural combination, as AUI and DUI have similar investment philosophies. The AUI Directors see benefits from both companies coming together. These include: • AUI's strong track record, which DUI Shareholders will benefit from, and the creation of a much larger listed entity, which is expected to lead to increased liquidity of shares in the Merged Group and may lead to a reduction in the trading discount of the share price to the pre-tax net tangible assets of the Merged Group; • increased flexibility in managing the combined investment portfolio; • estimated costs savings; and • the continuation, in the absence of unforeseen circumstances, of AUI's current annual fully franked dividend and special dividend. See Section 10.2 and Section 10.4 for further detail.	Letter from the Chairman of AUI, Section 10.2 and Section 10.4
Recommendations and intentions		
Who are the Independent Directors?	The DUI Board comprises four directors, one of whom, Mr Charles Goode AC, the DUI Chairman, is also the Chairman of AUI.	Letter from Independent Directors of DUI

[5] For this purpose, AUI's peers and the other traditional listed investment companies are Diversified United Investment Limited (ASX: DUI), Australian Foundation Investment Company Limited (ASX: AFI), Argo Investments Limited (ASX: ARG), BKI Investment Company Limited (ASX: BKI) and Whitefield Industrials Limited (ASX: WHF).

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Question	Answer	More information
	Mr Charles Goode AC is therefore not considered to be an independent director for the purposes of considering the Scheme. Additionally, Mr Anthony Burgess AO is Governor of The Ian Potter Foundation, which has entered into the IPF Option Agreement with AUI in connection with the Scheme (see Section 13.3). Mr Anthony Burgess AO is therefore not considered to be an independent director for the purposes of considering the Scheme. The Independent Directors are the remaining DUI Directors, being Mr Stephen Hiscock and Mr Andrew Larke, neither of whom are directors (or alternate directors) of AUI.	
What do the Independent Directors recommend?	The Independent Directors unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders. The reasons for this recommendation and other relevant considerations are set out in Section 4. The Independent Directors encourage you to seek independent legal, financial, taxation or other appropriate professional advice.	Letter from Independent Directors of DUI, Section 4 and Section 7.2
What are the intentions of the DUI Directors?	Each DUI Director intends to vote, or procure the voting of, any DUI Shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders. For the reasons set out in Section 7.2, only the Independent Directors are making a recommendation in relation to the Scheme.	N/A

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Question	Answer	More information
Who is The Ian Potter Foundation and what are its voting intentions?	The Ian Potter Foundation or IPF has been a major shareholder in DUI for thirty four years. It currently holds 16.79% of DUI Shares and is the largest shareholder in DUI. IPF is strongly supportive of the merger to be effected by the Scheme and has confirmed to DUI that it intends to vote, or cause to be voted, all of its DUI Shares at the time of the Scheme Meeting in favour of the Scheme, in the absence of a superior proposal. AUI has also entered into the IPF Option Agreement under which AUI would (subject to the terms of that agreement) have the right to acquire up to 27,977,060 DUI Shares (representing 13.07% of DUI Shares) held by IPF in exchange for newly issued AUI Shares upon DUI receiving a Competing Proposal. AUI also currently holds 14,644,155 DUI Shares (representing 6.83% of DUI Shares). As at the Last Practicable Date, the IPF Option Agreement results in AUI having a Relevant Interest in 19.90% of DUI Shares.	
What is the Independent Expert's conclusion?	The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of DUI Shareholders, in the absence of a Superior Proposal. The Independent Expert's Report is set out in full in Annexure A. The Independent Directors recommend that DUI Shareholders read the Independent Expert's Report before making a decision on how to vote on the Scheme.	Annexure A
Who is entitled to participate in the Scheme?	Each person who is a Scheme Shareholder, being a DUI Shareholder (other than the Excluded Shareholder) as at the Scheme Record Date, will be entitled to participate in the Scheme.	Section 7.4(d)
Overview of the Scheme Consideration		
What will I receive if the Scheme becomes	If the Scheme becomes Effective and is implemented, if you are a Scheme Shareholder, you will receive the Scheme Consideration on the	Section 7.4

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Question	Answer	More information
Effective and is implemented?	Implementation Date, unless you are an Ineligible Shareholder.	
What is the Scheme Consideration?	Scheme Shareholders will receive New AUI Shares for their DUI Shares under the Scheme, if it is implemented and they are not Ineligible Shareholders. The number of New AUI Shares to be issued to each Scheme Shareholder (and the Sale Agent if applicable) as Scheme Consideration will be calculated by reference to the relative pre-tax net tangible assets per share of each company, determined in the same manner used for each company's weekly 'Net Tangible Asset Backing' announcement to ASX, adjusted for estimated transaction costs associated with the proposed Scheme to be incurred up to implementation. The examples in Section 7.4(b) set out, for illustrative purposes only, an indication of the number of New AUI Shares to which eligible DUI Shareholders would be entitled based on a range of possible pre-tax net tangible asset amounts for each of DUI and AUI. The Scheme Consideration will be calculated and announced to ASX prior to the Scheme Meeting on or shortly after the Calculation Date. Ineligible Shareholders will not be issued any New AUI Shares under the Scheme. Refer to Section 7.4(e) and Section 7.4(f), and these frequently asked questions, for details about Ineligible Shareholders' entitlements under the Scheme.	Sections 7.1 and 7.4
Will the New AUI Shares rank pari passu with existing New AUI Shares?	Yes, the New AUI Shares will rank equally with the existing AUI Shares from the date of their issue.	Section 7.4(c)
When will I receive my	Scheme Shareholders who are eligible to receive New AUI Shares will be issued with their New AUI Shares on the Implementation Date. Holding	Section 7.4(j)

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Question	Answer	More information
New AUI Shares?	statements for the New AUI Shares are expected to be dispatched to such Scheme Shareholders within 10 Business Days of the Implementation Date.	
Who is an Ineligible Foreign Shareholder?	Ineligible Foreign Shareholders are any Scheme Shareholders whose address in the DUI Share Register as at the Scheme Record Date is a place outside Australia and its external territories, unless AUI (acting reasonably and in consultation with DUI) determines that it is lawful and not unduly onerous or impracticable to issue some or all of those Scheme Shareholders with New AUI Shares when the Scheme becomes Effective.	Section 7.4(e)
Who is an Unmarketable Parcel Shareholder?	Unmarketable Parcel Shareholders are DUI Shareholders who, based on their holding of Scheme Shares would, on implementation of the Scheme, be entitled to receive less than a 'marketable parcel' (which, as at the date of this Scheme Booklet, means $500 worth of New AUI Shares (assessed by reference to the price of AUI Shares on ASX at the close of trade on the trading day prior to the Scheme Record Date)) as Scheme Consideration.	Section 7.4(f)
Who is an Ineligible Shareholder?	Ineligible Shareholders are: • Ineligible Foreign Shareholders; and • Unmarketable Parcel Shareholders that have not validly elected to receive the Scheme Consideration by completing (and returning by the Effective Date) an election form available from the DUI Share Registry. Scheme Shareholders may not receive the Scheme Consideration if the issue of New AUI Shares to which that Scheme Shareholder would otherwise be entitled to under the Scheme would result in a breach of law. The relevant New AUI Shares will be issued to the Sale Agent to be sold.	Sections 7.4(e) and 7.4(f)

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Question	Answer	More information
What are my entitlements as an Ineligible Shareholder?	If you are an Ineligible Shareholder, you will not receive New AUI Shares, however your DUI Shares will still be part of the Scheme. If a Sale Agent is appointed (as described in Section 7.4(e)), the number of New AUI Shares that would have been issued to you under the Scheme will instead be issued to the Sale Agent, who will sell those New AUI Shares and remit the Net Proceeds to AUI. Promptly after the last sale of New AUI Shares by the Sale Agent, AUI will remit to you your pro-rata share of the Net Proceeds. If a Sale Agent is not appointed and if you are an Unmarketable Parcel Shareholder, you will receive a cash amount equal to the 'market value' (being the volume weighted average price of AUI Shares traded on ASX during the 5 trading days after the Second Court Date) of the New AUI Shares that would have otherwise been issued to you (unless you validly elect to receive the relevant New AUI Shares to be issued as Scheme Consideration by completing (and returning before the Effective Date) an election form available from the DUI Share Registry).	Sections 7.4(e) and 7.4(f)
Can I choose to receive cash instead of New AUI Shares?	No. There is no option for Scheme Shareholders to elect to receive cash instead of New AUI Shares. As noted above, any Ineligible Shareholders will receive either: • their pro-rata share of the Net Proceeds of the sale of New AUI Shares that would have been issued to them as Scheme Consideration after the sale of such New AUI Shares by the Sale Agent; or • if they are an Unmarketable Parcel Shareholder and a Sale Agent is not appointed, a cash amount equal to the 'market value' of the New AUI Shares that would have otherwise been issued to them unless the Unmarketable Parcel	Sections 7.4(e) and 7.4(f)

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Question	Answer	More information
	Shareholder validly elects to receive the relevant New AUI Shares to be issued as Scheme Consideration.	
Will I have to pay brokerage on the transfer of my DUI Shares?	You will not have to pay brokerage on the transfer of your DUI Shares to AUI under the Scheme.	Section 4.1(i)
What are the taxation implications of the Scheme?	Section 12 provides a general description of the Australian taxation consequences for Scheme Shareholders. DUI has applied for a Class Ruling from the Commissioner of Taxation on behalf of Scheme Shareholders to confirm certain income tax implications of the Scheme. The Class Ruling is not expected to be issued until after the Implementation Date. The taxation implications of the Scheme will depend on your particular circumstances. You should seek independent professional taxation advice with respect to your particular circumstances.	Section 12
Scheme Meeting and voting considerations		
When and where will the Scheme Meeting be held?	The Scheme Meeting will be held as a hybrid meeting. The Scheme Meeting will be held in-person at 12.00 pm at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000 on Thursday, 16 April 2026 and will be accessible virtually via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26.	Annexure D
What will DUI Shareholders be asked to vote on at the Scheme Meeting?	At the Scheme Meeting, DUI Shareholders will be asked to vote on whether to approve the Scheme.	Annexure D

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Question	Answer	More information
What is the DUI Shareholder approval threshold for the Scheme?	To be approved, the Scheme must be approved by the Requisite Majorities, being: • unless the Court orders otherwise, a majority in number (more than 50%) of DUI Shareholders present and voting at the Scheme Meeting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative); and • at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by DUI Shareholders present and voting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative). Even if the Scheme is approved by the Requisite Majorities of DUI Shareholders at the Scheme Meeting, the Scheme is still subject to the approval of the Court.	Section 6.2
Am I entitled to vote at the Scheme Meeting?	If you are registered as a DUI Shareholder on the DUI Share Register as at 7.00 pm on Tuesday, 14 April 2026, you will be entitled to attend and vote at the Scheme Meeting.	Annexure D, Section 6.4(a)
How can I vote if I can't attend the Scheme Meeting?	If you would like to vote but cannot attend the Scheme Meeting in person, you can vote online at https://au.investorcentre.mpms.mufg.com or use the proxy form to vote directly. You may also appoint a proxy or attorney to attend and vote on your behalf. You may also vote by corporate representative if that option is applicable to you. You may also attend, participate and vote virtually in the Scheme Meeting via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26.	Annexure D, Section 6.4(b)
When will the results of the Scheme	The results of the Scheme Meeting are expected to be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX (www.asx.com.au) once available.	N/A

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Question	Answer	More information
Meeting be known?		
What happens to my DUI Shares if I do not vote, or if I vote against the Scheme, and the Scheme becomes Effective and is implemented?	If you do not vote, or vote against the Scheme, and the Scheme becomes Effective and is implemented, any Scheme Shares held by you on the Scheme Record Date (currently expected to be 7.00 pm on Thursday, 23 April 2026) will be transferred to AUI and you will receive the Scheme Consideration (or your pro-rata share of the Net Proceeds if you are an Ineligible Shareholder or, in certain circumstances, a cash amount equal to the Market Value of the New AUI Shares that you would have otherwise been entitled to receive), despite not having voted or having voted against the Scheme. Ineligible Shareholders should refer to Sections 7.4(e) and 7.4(f).	Section 7.3
Why should I vote in favour of the Scheme?	Section 4.1 sets out some of the reasons why the Independent Directors consider that you should vote in favour of the Scheme.	Letter from the Independent Directors of DUI and Section 4.1
Why might I consider voting against the Scheme?	Section 4.2 sets out some of the reasons which may lead you to consider voting against the Scheme.	Section 4.2
What are the risks if the Scheme is implemented?	Scheme Shareholders who receive New AUI Shares under the Scheme will be subject to a number of risks relating to the Scheme, the Merged Group and AUI. Further details on these risks are set out in Section 11.	Section 11
Participation in Scheme		
What are my options?	You may: • vote for or against the Scheme Resolution to approve the Scheme; • sell your DUI Shares on market before the Effective Date or off-market before the Scheme Record Date; or	Section 6.3

Question	Answer	More information

	• abstain, or do nothing, in which case:
	  • if the Scheme becomes Effective and is implemented, your DUI Shares will be transferred to AUI and you will receive the Scheme Consideration (unless you are an Ineligible Shareholder) for all the DUI Shares you hold on the Scheme Record Date; and
	  • if the Scheme does not become Effective, you will continue to hold your DUI Shares.	

What should I do?	You should read this Scheme Booklet carefully in its entirety (and seek advice if you have any questions) and then vote by attending the Scheme Meeting in person, by voting directly or appointing a proxy, corporate representative or attorney to attend the Scheme Meeting on your behalf. Voting at the Scheme Meeting is not compulsory, however, your vote is important. The Independent Directors strongly encourage DUI Shareholders to consider voting directly or lodging a directed proxy before the Scheme Meeting in the event that they are not able to participate in the Scheme Meeting.	Section 6.3
Steps after the Scheme Meeting		
What happens after the Scheme Meeting?	If the Scheme is approved by the Requisite Majorities at the Scheme Meeting, Court approval of the Scheme will then need to be obtained. If the Scheme is not approved at the Scheme Meeting, it will likely not be implemented.	Section 7.5
Are there conditions that need to be satisfied before the Scheme can proceed?	Yes. The conditions to the Scheme are summarised in Section 13.4 and are set out in full in clause 3.1 of the Implementation Deed. As at the date of this Scheme Booklet, the Independent Directors are not aware of any reason why any conditions to the Scheme will not be satisfied.	Section 13.4

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Question	Answer	More information
What is required for the Scheme to become Effective?	The Scheme will become Effective if: • the Scheme is approved by the Requisite Majorities of DUI Shareholders at the Scheme Meeting; • the Court approves the Scheme at the Second Court Hearing and the Court order is lodged with ASIC; and • all of the other conditions precedent to the Scheme are satisfied or waived (as applicable). A summary of the conditions precedent to the Scheme are set out in Section 13.4 and are set out in full in clause 3.1 of the Implementation Deed.	N/A
What happens if the Scheme is not approved?	If the Scheme is not approved by the Requisite Majorities of DUI Shareholders or by the Court (or otherwise does not proceed): • AUI will not acquire the Scheme Shares; • DUI Shareholders will not receive the Scheme Consideration (or pro-rata share of the Net Proceeds or a cash amount in the case of Ineligible Shareholders); • the DUI Board will continue to operate DUI's business; • DUI will continue to be listed on ASX; and • DUI Shareholders will retain their DUI Shares and continue to share in any benefits and risks of DUI's ongoing business.	Section 7.8
What happens if the conditions are not satisfied or the Implementation Deed is terminated?	If each condition is not satisfied or waived (where capable of waiver) or the Implementation Deed is otherwise terminated, the Scheme will not proceed. The Implementation Deed can be terminated by DUI or AUI (as applicable) in limited circumstances which are customary for a transaction of this nature. The circumstances in which DUI or AUI (as applicable) can terminate the Scheme are summarised in Section 13.4 of this Scheme	Section 7.8 and Section 13.4

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Question	Answer	More information
	Booklet and are set out in full in clause 3.4 and 15 of the Implementation Deed. Depending on the reasons for the Implementation Deed being terminated, DUI may be liable to pay the Break Fee to AUI or AUI may be liable to pay the Reverse Break Fee to DUI. The failure by DUI Shareholders to approve the Scheme will not trigger the payment of the Break Fee by DUI.	
Do I need to do anything if the Scheme becomes Effective?	If the Scheme becomes Effective, no further action is required on the part of DUI Shareholders to implement the Scheme. Under the Scheme, DUI is given authority to effect a valid transfer of all Scheme Shares to AUI and to enter the name of AUI in the DUI Share Register as holder of all the Scheme Shares and Scheme Shareholders (other than Ineligible Shareholders) will receive the Scheme Consideration. Only DUI Shareholders, other than the Excluded Shareholder, whose names appear on the DUI Share Register on the Scheme Record Date will be entitled to receive the Scheme Consideration (or, in the case of Ineligible Shareholders, the pro-rata share of the Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of New AUI Shares).	Section 7.5
Information about the Merged Group		
What is the Merged Group?	If the Scheme is implemented, DUI will become a wholly-owned subsidiary of AUI, creating one LIC with pre-tax net tangible assets of approximately $3.1 billion as at the Last Practicable Date.	Section 10
What are AUI's intentions in relation to the Merged Group if the Scheme proceeds?	Please refer to Section 10, and in particular Section 10.3 and Section 10.4, for further information on AUI's current intentions in relation to the Merged Group, including in relation to the Merged Group's investment strategy and dividend policy.	Section 10.3 and Section 10.4

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Question	Answer	More information
Who will manage the Merged Group following implementation of the Scheme?	The AUI Board will be responsible for the performance of the Merged Group. The Merged Group's investment decisions will be managed by the AUI Board.	Section 10
Who will be the directors of the Merged Group?	If the Scheme is implemented, the AUI Board is not expected to change and will comprise the current directors, Mr Charles Goode AC, Mr Fred Grimwade, Mr Dion Hershan and Mr Wayne Kent.	Section 10.3
Who will be the Chairman of the Merged Group?	Mr Charles Goode AC will be the Chairman of the Merged Group. He is currently the Chairman of both AUI and DUI.	Section 10.3
Does DUI hold any AUI Shares?	No. DUI does not currently hold any AUI Shares as part of its investment portfolio.	N/A
Other questions		
Can I sell my DUI Shares now?	You can sell your DUI Shares on market at any time before the close of trading on the ASX on the Effective Date at the then prevailing market price. DUI intends to apply to the ASX for DUI Shares to be suspended from trading on the ASX from close of trading on the Effective Date. You will not be able to sell your DUI Shares on market after this date. If you sell your DUI Shares on market, you may pay brokerage on the sale, you will not receive the Scheme Consideration and there may be different tax consequences compared to those that would arise if you retain those shares until the Scheme is implemented.	N/A
Will I receive an interim divided?	Yes, if you are eligible for DUI's interim dividend of 7 cents per DUI Share. As previously announced by DUI, this will be paid by DUI on 20 March 2026.	N/A

Question	Answer	More information
What happens if DUI is approached in relation to a Competing Proposal?	If DUI is approached in relation to a Competing Proposal, the Independent Directors will carefully consider the proposal having regard to DUI's obligations under the Implementation Deed and advise DUI Shareholders of their recommendation. DUI is required to notify AUI of any approach in connection with a Competing Proposal in accordance with the Implementation Deed. In addition, AUI has separately entered into the IPF Option Agreement, providing AUI with the ability to acquire 13.07% of DUI Shares from IPF upon DUI receiving a Competing Proposal. The terms of the IPF Option Agreement are summarised in Section 13.3.	Section 13.3 and Section 13.4
What if I have further questions about the Scheme?	For further information, please contact the Shareholder Information Line on 1300 911 275 (within Australia) between 8.30 am and 5.30 pm, Monday to Friday (excluding public holidays). If you are in doubt about anything in this Scheme Booklet, please contact your financial, legal, taxation or other professional adviser.	N/A

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6. Details of the Scheme and how to vote

6.1 Scheme Meeting

The Scheme Meeting will be held as a hybrid meeting. The Scheme Meeting will be held in-person at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000 at 12.00 pm on Thursday, 16 April 2026 and will also be accessible virtually via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26.

6.2 Requisite Majorities

For the Scheme to be approved and become Effective, votes in favour of the Scheme Resolution must be received from DUI Shareholders (other than the Excluded Shareholder) as follows:

(a) a majority in number (more than 50%) of DUI Shareholders entitled to vote and the Scheme Resolution present and voting at the Scheme Meeting (whether in person, virtually or by proxy, attorney or corporate representative); and

(b) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by DUI Shareholders present and voting (in person, virtually or by proxy, attorney or corporate representative).

The passing of the Scheme Resolution by the Requisite Majorities is a condition to implementation of the Scheme.

The Scheme Resolution is set out in the Notice of Scheme Meeting at Annexure D.

6.3 Your choices as a DUI Shareholder

As a DUI Shareholder, you have the following choices:

(a) you can vote for or against the Scheme at the Scheme Meeting in person, or by direct vote or proxy, corporate representative (in the case of corporate shareholders) or attorney;

(b) you can elect not to vote at the Scheme Meeting;

(c) you can sell your DUI Shares on market at any time before the close of trading on ASX on the Effective Date;

(d) you can sell your DUI Shares privately following the Effective Date provided that the transfer is lodged with the DUI Share Registry by no later than the Scheme Record Date; or

(e) you can do nothing, in which case:

(i) if the Scheme becomes Effective and is implemented, your Scheme Shares will be transferred to AUI and you will receive the Scheme Consideration for all of your Scheme Shares (unless you are an Ineligible Shareholder, in which case you will receive your pro-rata share of the Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of the New AUI Shares that you would have otherwise been entitled to receive); or

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(ii) if the Scheme does not become Effective, it will not be implemented and you will continue to hold your DUI Shares.

You should note that even if you do not attend the Scheme Meeting, do not vote or vote against the Scheme, the Scheme may still be implemented if approved by DUI Shareholders by the Requisite Majorities and the other conditions are satisfied. If this occurs, irrespective of whether, and / or how, you voted at the Scheme Meeting, any DUI Shares that you hold on the Scheme Record Date will be transferred to AUI and you will receive the Scheme Consideration for those Scheme Shares (unless you are an Ineligible Shareholder, in which case you will receive your pro-rata share of the Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of the New AUI Shares that you would have otherwise been entitled to receive).

6.4 Voting

(a) Who is entitled to vote?

Only those DUI Shareholders who are registered on the DUI Share Register at 7.00 pm on Tuesday, 14 April 2026, will be entitled to attend and vote at the Scheme Meeting.

(b) How do I vote?

DUI Shareholders may participate in voting at the Scheme Meeting in the manner set out below.

(i) Voting in-person

DUI Shareholders and duly appointed proxies, attorneys or corporate representatives of DUI Shareholders who are attending the Scheme Meeting in-person may vote at the Scheme Meeting by either:

(A) bringing their own device and using this device to log in to the Online Scheme Meeting Platform on their mobile device; or

(B) using a paper polling card, which will be made available to DUI Shareholders and authorised proxies, attorneys or corporate representatives of DUI Shareholders at the Scheme Meeting.

If you attend the Scheme Meeting in person and have already cast your vote by proxy or attorney, you will be asked whether you would like your vote to be revoked in order to be able to vote in person at the Scheme Meeting.

If you attend the Scheme Meeting in person and have already cast a direct vote, your attendance will cancel your direct vote.

(ii) Voting virtually through the Online Scheme Meeting Platform

DUI Shareholders may vote via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26 via your personal device. This link is accessible via computer, smart phone or tablet. Online voting will

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be open between the start of the Scheme Meeting and the closing of voting as announced by the Chairman during the Scheme Meeting. If you intend to use the online platform, we recommend that you ensure the online platform works on your device. DUI Shareholders who participate in the Scheme Meeting through the Online Scheme Meeting Platform will be able to listen to the Scheme Meeting, cast a vote and ask questions through the Online Scheme Meeting Platform.

(iii) **Voting by proxy**

You may vote or appoint a proxy, by lodging online at https://au.investorcentre.mpms.mufg.com or by completing, signing and lodging a proxy form for the Scheme Meeting in accordance with the instructions set out on the form. To be valid, your proxy form, together with any power of attorney or authority under which the proxy form is signed, must be received by the DUI Share Registry by 12.00 pm on Tuesday, 14 April 2026.

You may also use your proxy form to vote directly.

(iv) **Voting by attorney**

You may vote by attorney by appointing an attorney to attend and vote at the Scheme Meeting on your behalf. This will require that you provide a duly executed power of attorney to the DUI Share Registry by 12.00 pm on Tuesday 14 April 2026.

(v) **Voting by corporate representative**

In the case of a DUI Shareholder who is a body corporate, by appointing a corporate representative to attend and vote at the Scheme Meeting on behalf of that DUI Shareholder and providing a duly executed certificate of appointment (in accordance with sections 250D and 253B of the Corporations Act). The evidence of appointment must be lodged with the DUI Share Registry prior to the Scheme Meeting.

Further details on how to participate in, and vote at, the Scheme Meeting are contained in the Notice of Scheme Meeting at Annexure D.

(c) **Undirected proxies**

If a signed proxy form submitted by a DUI Shareholder does not name the proxy or proxies in whose favour it is given, the Chairman of the Scheme Meeting will act as proxy.

As Mr Charles Goode AC is not an independent director for the purposes of the Scheme, Mr Stephen Hiscock will act as the Chairman of the Scheme Meeting.

Proxy appointments in favour of the Chairman of the Scheme Meeting or any Independent Director which do not contain a direction as to how to vote will be voted in favour of the Scheme Resolution, in the absence of a Superior Proposal and

subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of the DUI Shareholders.

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7. Overview of the Scheme

7.1 Background

On 30 January 2026, DUI announced that it had entered into the Implementation Deed with AUI under which it is proposed that AUI will acquire all of the DUI Shares on issue which it does not already own by way of a scheme of arrangement.

Under the terms of the Scheme, Scheme Shareholders (other than Ineligible Shareholders) will receive New AUI Shares for their DUI Shares. The number of New AUI Shares to be issued to Scheme Shareholders will be calculated by reference to DUI and AUI's pre-tax net tangible assets per share.

The Scheme is subject to a number of conditions including approval by the Requisite Majorities at the Scheme Meeting, Court approval, and other customary conditions. The Implementation Deed contains terms and conditions that are standard for these types of agreements, including in relation to the parties' obligations to implement the Scheme and DUI and AUI's obligations to conduct its business in the ordinary course during the Scheme process.

The key terms of the Implementation Deed are summarised in Section 13.4. A full copy of the Implementation Deed is attached to DUI's ASX announcement on 30 January 2026, which can be obtained from the ASX website (https://www.asx.com.au/).

7.2 Independent Directors' recommendation

The Independent Directors unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of the DUI Shareholders.

Subject to the same qualifications, each Independent Director will vote, or procure the voting of, any DUI Shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme.

Given his role as Chairman of AUI, Mr Charles Goode AC has abstained from making a recommendation to DUI Shareholders in his capacity as DUI Chairman.

Given his role as a Governor of The Ian Potter Foundation, which has entered into the IPF Option Agreement with AUI in connection with the Scheme (see Section 13.3), Mr Anthony Burgess AO has abstained from making a recommendation to DUI Shareholders in his capacity as a DUI Director.

The interests of the DUI Directors in DUI Shares are set out in Section 13.1.

While each DUI Director intends to vote, or procure the voting of, any DUI Shares held or controlled by them or held on their behalf at the time of the Scheme Meeting in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders, only the Independent Directors are making a recommendation in relation to the Scheme for the reasons set out in this Section 7.2.

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7.3 What will happen if the Scheme is implemented?

If the Scheme is approved by DUI Shareholders by the Requisite Majorities, is approved by the Court and becomes unconditional, all Scheme Shareholders who hold DUI Shares on the Scheme Record Date will participate in the Scheme, even if they did not vote on the Scheme or voted against it.

If the Scheme is implemented:

(a) DUI will apply to ASX for suspension of trading. The last day for trading DUI Shares on the ASX will be the Effective Date;

(b) on the Implementation Date:

(i) each Scheme Shareholder (other than Ineligible Shareholders) will receive the Scheme Consideration in exchange for each Scheme Share held by that Scheme Shareholder at the Scheme Record Date; and

(ii) all Scheme Shares will be transferred to AUI (without any need for any action by Scheme Shareholders);

(c) DUI will become a wholly owned subsidiary of AUI; and

(d) DUI will be removed from the Official List of ASX.

7.4 Scheme Consideration

If the Scheme is implemented, Scheme Shareholders (other than Ineligible Shareholders) will be entitled to receive New AUI Shares as consideration for the transfer of their Scheme Shares to AUI.

(a) **Exchange ratio**

The number of New AUI Shares to be issued to or on behalf of each Scheme Shareholder as Scheme Consideration will be calculated by reference to the relative pre-tax net tangible assets per share of each of AUI and DUI respectively, determined in the same manner used for each company's weekly pre-tax 'Net Tangible Asset Backing' announcement to the ASX, adjusted for estimated transaction costs associated with the proposed Scheme to be incurred up to implementation.

The exchange ratio will be calculated and communicated to DUI Shareholders prior to the Scheme Meeting as soon as reasonably practicable on or after the Calculation Date (and by no later than one Business Day after the Calculation Date).

(b) **Illustrative example calculation of Scheme Consideration**

The following table sets out, for illustrative purposes only, the number of New AUI Shares that each Scheme Shareholder (and the Sale Agent if applicable) would be entitled to if the Scheme becomes Effective, based on the latest published monthly pre-tax net tangible assets per share values for each of AUI and DUI as at the Last Practicable Date.

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Item	AUI	DUI
Pre-tax net tangible asset per share	$13.75	$6.47
Number of shares on issue	123,757,577	214,277,463
Pre-tax net tangible assets, adjusted for estimated transaction costs	$1.7 billion	$1.4 billion
Exchange ratio	0.4705	1

The table below illustrates how the Scheme Consideration may change depending on two per cent changes either way in DUI's and/or AUI's pre-tax net tangible assets per share. Based on an exchange ratio of 0.4705 as at the Last Practicable Date,[6] an eligible DUI Shareholder with a shareholding of 1000 DUI Shares would receive 471 New AUI Shares under the Scheme.

		AUI Pre-tax NTA per share ($)						
		-6%	-4%	-2%	At Last Practicable Date	+2%	+4%	+6%
		12.93	**13.20**	**13.48**	**13.75**	**14.03**	**14.30**	**14.58**
DUI Pre-tax NTA per share ($)	-6%	**6.08**	0.4702	0.4606	0.4510	0.4422	0.4334	0.4252	0.4170
	-4%	**6.21**	0.4803	0.4705	0.4607	0.4516	0.4426	0.4343	0.4259
	-2%	**6.34**	0.4903	0.4803	0.4703	0.4611	0.4519	0.4434	0.4348
	At Last Practicable Date	**6.47**	0.5004	0.4902	0.4800	0.4705	0.4612	0.4524	0.4438
	+2%	**6.60**	0.5104	0.5000	0.4896	0.4800	0.4704	0.4615	0.4527
	+4%	**6.73**	0.5205	0.5098	0.4993	0.4895	0.4797	0.4706	0.4616
	+6%	**6.86**	0.5305	0.5197	0.5089	0.4989	0.4890	0.4797	0.4705

Neither the illustrative examples of the calculation of the Scheme Consideration, nor the historical pre-tax net tangible asset information, should be taken as an indication of the likely pre-tax net tangible asset levels of AUI or DUI that may exist in the future, nor the final Scheme Consideration to which Scheme Shareholders will be entitled (directly or through the Sale Agent or otherwise under the Scheme), should the Scheme become Effective. No adjustments for estimated transaction costs have been made for the purposes of the illustrative example above of the calculation of the Scheme Consideration.

[6] Based on the latest published monthly pre-tax net tangible assets per share of each of DUI ($6.47) and AUI ($13.75) released to ASX on 6 March 2026.

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(c) **New AUI Shares**

The New AUI Shares to be issued as Scheme Consideration if the Scheme becomes Effective will be fully paid and will rank equally with existing AUI Shares as at the Implementation Date.

AUI Shares are quoted on ASX. AUI will apply to the ASX for quotation of the New AUI Shares to be issued under the Scheme.

See Section 10.8 for further information on the rights and liabilities attaching to the New AUI Shares.

(d) **Eligibility to receive Scheme Consideration**

A Scheme Shareholder is only entitled to receive the Scheme Consideration if the Scheme Shareholder holds DUI Shares on the Scheme Record Date and is not an Ineligible Shareholder, being an Ineligible Foreign Shareholder or an Unmarketable Parcel Shareholder that has not validly elected to receive the Scheme Consideration.

(e) **Ineligible Foreign Shareholders**

Ineligible Foreign Shareholders are those Scheme Shareholders who have an address in the DUI Share Register on the Scheme Record Date in a place outside Australia and its external territories, unless AUI (acting reasonably and in consultation with DUI) determines that it is lawful and not unduly onerous or impractical to issue that Scheme Shareholder with New AUI Shares when the Scheme becomes Effective.

AUI is under no obligation to issue any New AUI Shares to any Ineligible Foreign Shareholder and will instead, on or before the Implementation Date, issue the New AUI Shares that would otherwise have been issued to an Ineligible Foreign Shareholder to the Sale Agent directly, who will then, as soon as reasonably practicable after the Implementation Date (and in any event within 15 Business Days from when New AUI Shares are capable of being traded on ASX), sell or procure the sale of such New AUI Shares and remit the Net Proceeds for the New AUI Shares to AUI.

Promptly after receiving the Net Proceeds in respect of the sale of the New AUI Shares from the Sale Agent, AUI will then pay, or procure the payment of, to each Ineligible Foreign Shareholder, the amount calculated in accordance with the following formula and rounded down to the nearest cent:

$$\frac{B}{C} \times D$$

where:

B = the number of New AUI Shares that would otherwise have been issued to that Ineligible Foreign Shareholder had it not been an Ineligible Foreign Shareholder and which were issued to the Sale Agent;

C = the total number of New AUI Shares which would otherwise have been issued to all Ineligible Foreign Shareholders and which were issued to the Sale Agent; and

D = the Net Proceeds.

The relevant net proceeds to which an Ineligible Foreign Shareholder is entitled will be paid to an Ineligible Foreign Shareholder by:

- direct credit to the nominated bank account of the Ineligible Foreign Shareholder, as noted on the DUI Share Register on the Scheme Record Date;
- paying the relevant amount by electronic means to a bank account nominated by the Ineligible Foreign Shareholder to AUI by an appropriate authority; or
- other than for any Ineligible Foreign Shareholders with a registered address in New Zealand, dispatching a cheque for the relevant amount by mail to the Ineligible Foreign Shareholder's registered address as at the Scheme Record Date.

As the market price of AUI Shares will be subject to fluctuation and change from time to time, the sale price of the New AUI Shares sold through the Sale Agent, and the Net Proceeds received, cannot be guaranteed. None of AUI, DUI or the Sale Agent give any assurance or warranty as to the price that will be achieved for the sale of New AUI Shares.

(f) **Unmarketable Parcel Shareholders**

A Scheme Shareholder who, based on their holding of Scheme Shares, would, on implementation of the Scheme, be entitled to receive less than a 'marketable parcel' (which, as at the date of this Scheme Booklet, means $500 worth of New AUI Shares (assessed by reference to the price of AUI Shares on ASX at the close of trade on the trading day prior to the Scheme Record Date)) is an Unmarketable Parcel Shareholder.

If there are Ineligible Foreign Shareholders and AUI appoints a Sale Agent under the process outlined in Section 7.4(e), any New AUI Shares to which each Unmarketable Parcel Shareholder would have otherwise been entitled will instead be issued to the Sale Agent and dealt with in accordance with Section 7.4(e), as if that person were an Ineligible Foreign Shareholder.

If AUI (acting reasonably and in consultation with DUI) determines that there are no Ineligible Foreign Shareholders and, as a consequence, no Sale Agent is appointed as outlined in Section 7.4(e), then, on the Implementation Date, DUI will pay to each Unmarketable Parcel Shareholder (subject to AUI providing DUI with the relevant funds) such amount of cash as is due to that shareholder as consideration equal to the 'market value' (being the volume weighted average price of AUI Shares traded on ASX during the 5 trading days after the Second Court Date) of the New AUI Shares

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that would have otherwise been issued to that Unmarketable Parcel Shareholder as Scheme Consideration.

As the market price of AUI Shares will be subject to fluctuation and change from time to time, the 'market value' of AUI Shares for this purpose cannot be guaranteed. Neither AUI nor DUI give any assurance as to the price at which AUI Shares trade during the period in which the 'market value' is calculated.

Alternatively, an Unmarketable Parcel Shareholder who is not an Ineligible Foreign Shareholder may elect to receive the Scheme Consideration by validly completing and returning before the Effective Date an election form available on request from the DUI Share Registry (in which case the Unmarketable Parcel Shareholder will not be considered an Ineligible Shareholder).

(g) **Fractional entitlements**

Where the calculation of the number of Scheme Shares to be issued to a particular Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a Scheme Share, then the fractional entitlement will, where less than 0.5, be rounded down to the nearest whole number of New AUI Shares and where the fractional entitlement is 0.5 or more, be rounded up to the nearest whole number of New AUI Shares.

(h) **Joint holders**

In the case of any Scheme Shares held in joint names, the New AUI Shares to be issued by AUI will be issued to and registered in the AUI Share Register in the names of the joint holders. Any document required to be sent under the Scheme to the joint holders will be sent to either the holder whose name appears first in the AUI Share Register as at the Scheme Record Date or to the joint holders.

(i) **Commencement of trading**

Trading in New AUI Shares issued under the Scheme on ASX is expected to commence on a deferred settlement basis on Wednesday, 22 April 2026, 2026.

Trading in New AUI Shares on ASX is expected to commence on a normal settlement basis on the first Business Day after the Implementation Date, or such other date and time agreed by AUI and DUI. The Implementation Date is currently expected to be Thursday, 30 April 2026.

Any changes to these dates will be announced to the ASX.

(j) **Despatch of holding statements in respect of Scheme Consideration**

AUI will procure the provision of evidence of ownership of the Scheme Consideration to the Scheme Shareholders (other than Ineligible Shareholders) by procuring that:

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- the name and address of each such Scheme Shareholder is entered into the AUI Share Register on or before the Implementation Date in respect of the New AUI Shares to which it is entitled; and
- within 10 Business Days after the Implementation Date, a share certificate or holding statement (or equivalent document) is sent to the registered address of each such Scheme Shareholder representing the number of New AUI Shares issued to the Scheme Shareholder pursuant to the Scheme.

7.5 Key steps to implement the Scheme

Key step	Description
First court hearing	On Thursday, 12 March 2026, the Court ordered DUI to convene the Scheme Meeting at which the DUI Shareholders will be asked to consider and vote on the Scheme. The terms of the Scheme Resolution to be considered at the Scheme Meeting are contained in the Notice of Scheme Meeting in Annexure D.
Calculation Date	Prior to the Scheme Meeting, DUI will calculate and announce the Scheme Consideration that eligible Scheme Shareholders will be entitled to receive for their DUI Shares, if the Scheme becomes Effective.
Scheme Meeting	DUI Shareholders will have an opportunity to vote on whether to approve the Scheme at the Scheme Meeting. The Scheme Meeting will be a hybrid meeting and is currently expected to be held at 12.00 pm on Thursday, 16 April 2026 at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000 and will also be accessible virtually via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26. The Scheme needs to be approved by the Requisite Majorities at the Scheme Meeting, which is: • unless the Court orders otherwise, a majority in number (more than 50%) of DUI Shareholders present and voting at the Scheme Meeting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative); and • at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by DUI Shareholders present and voting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative).

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Key step	Description
	The Court has the discretion to waive the first of these two requirements, if it considers it appropriate to do so. Voting is not compulsory. However, the Independent Directors unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders. You should be aware that even if you do not vote, or vote against the Scheme, the Scheme may still be implemented if it is approved by the Requisite Majorities of DUI Shareholders and the Court. If this occurs, your DUI Shares will be transferred to AUI and you will receive the Scheme Consideration (or your pro-rata share of the Net Proceeds if you are an Ineligible Shareholder or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of the New AUI Shares that you would have otherwise been entitled to receive) even though you did not vote on, or voted against, the Scheme. The results of the Scheme Meeting will be available as soon as possible after the conclusion of the Scheme Meeting and will be announced to the ASX (www.asx.com.au) once available.
Satisfaction of conditions	As set out in Section 13.4, there are several conditions which must be satisfied (or waived, if applicable) before the Scheme can become Effective. These include approval of the Scheme by the Requisite Majorities at the Scheme Meeting, Court approval and other customary conditions. As at the date of this Scheme Booklet, neither DUI nor AUI are aware of any circumstances which would cause the conditions not to be satisfied or waived (if applicable). An update on the status of the conditions will be provided at the Scheme Meeting.
Second Court Date (Court approval of Scheme)	In the event that: • the Scheme is approved by the Requisite Majorities of DUI Shareholders at the Scheme Meeting; and • all other conditions precedent to the Scheme (except Court approval of the Scheme) have been satisfied or waived (as applicable), then DUI will apply to the Court for orders approving the Scheme.

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Key step	Description
	The Second Court Date is currently expected to be Monday, 20 April 2026. Each DUI Shareholder has the right to appear at the Second Court Hearing.
Effective Date	If the Court approves the Scheme, DUI will take the necessary steps required for the Scheme to be implemented, including lodging a copy of the Court order approving the Scheme with ASIC. The Scheme will become Effective upon lodgement of the Court order with ASIC (being the Effective Date). DUI intends to apply to the ASX for DUI Shares to be suspended from trading on the ASX from close of trading on the Effective Date. The Effective Date will be the last day for trading of DUI Shares on the ASX.
Scheme Record Date and entitlement to Scheme Consideration	Those DUI Shareholders who are recorded on the DUI Share Register on the Scheme Record Date (currently expected to be 7.00 pm on Thursday, 23 April 2026) or such other time and date as the parties agree in writing will be entitled to receive the Scheme Consideration in respect of the DUI Shares they hold at that time (unless they are Ineligible Shareholders, in which case they will receive their pro-rata share of the Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of the New AUI Shares that they would have otherwise been entitled to receive). ***Dealings on or prior to the Scheme Record Date*** For the purposes of determining which DUI Shareholders are eligible to participate in the Scheme, dealings in DUI Shares will be recognised only if: • in the case of dealings of the type to be effected using CHESS, the transferee is registered on the DUI Share Register as the holder of the relevant DUI Shares before the Scheme Record Date; and • in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received by the DUI Share Registry before the Scheme Record Date (and the transferee remains registered as at the Scheme Record Date).

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Key step	Description
	For the purposes of determining entitlements under the Scheme, DUI will not accept for registration or recognise any transfer or transmission applications in respect of DUI Shares received after the Scheme Record Date. ***Dealings after the Scheme Record Date*** For the purpose of determining entitlements to the Scheme Consideration, DUI must maintain the DUI Share Register in its form as at the Scheme Record Date until the Scheme Consideration has been issued to eligible Scheme Shareholders (and the Sale Agent if applicable). The DUI Share Register in this form will solely determine entitlements to the Scheme Consideration. After the Scheme Record Date: • all statements of holding for DUI Shares (other than statements of holding in favour of AUI) will cease to have effect as documents relating to title in respect of such DUI Shares; and • each entry on the DUI Share Register (other than entries on the DUI Share Register in respect of AUI) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the DUI Shares relating to that entry.
Implementation Date	If the Scheme becomes Effective, the Scheme will be implemented on the Implementation Date, which is expected to be five Business Days after the Scheme Record Date. As at the date of this Scheme Booklet, a Deed Poll has been entered into by AUI in favour of the Scheme Shareholders to: • issue the Scheme Consideration, subject to the Scheme becoming Effective; and • undertake all other actions attributed to AUI under the Scheme. A copy of the Deed Poll is contained in Annexure C. On the Implementation Date, AUI will acquire all Scheme Shares from Scheme Shareholders and Scheme Shareholders, other than Ineligible Shareholders, will receive the Scheme Consideration.

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7.6 Warranties by Scheme Shareholders

Under the terms of the Scheme, each Scheme Shareholder is taken to have warranted to DUI and AUI, and appointed and authorised DUI as its attorney and agent to warrant to AUI, on the Implementation Date, that:

- all their DUI Shares (including any rights and entitlements attaching to those shares) will, at the date of transfer, be fully paid and free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;
- they have full power and capacity to transfer their DUI Shares to AUI together with any rights and entitlements attaching to those shares; and
- they have no existing right to be issued any DUI Shares or other securities in DUI or instruments exercisable, or convertible, into DUI Shares.

7.7 Delisting of DUI

DUI will apply for the termination of the official quotation of DUI Shares on the ASX and for DUI to be removed from the official list of the ASX, each to occur on a date after the Implementation Date.

7.8 What will happen if the Scheme is not implemented?

If the Scheme is not implemented:

- DUI will continue as a stand-alone entity listed on the ASX;
- DUI Shareholders:
  - will retain their DUI Shares, unless they choose to sell their DUI Shares; and
  - will not receive the Scheme Consideration;
- depending on why the Scheme does not proceed:
  - AUI may be liable to pay the Reverse Break Fee to DUI; or
  - DUI may be liable to pay the Break Fee to AUI. The circumstances in which DUI is liable to pay the Break Fee to AUI does not however include the Scheme not being approved by DUI Shareholders at the Scheme Meeting.

  Further information on the Break Fee and Reverse Break Fee is set out in Section 13.4; and
- the Independent Directors are of the opinion that the price of a DUI Share on the ASX may fall.

8. Information about DUI

8.1 Background

DUI is a LIC founded in 1991 which invests in Australian listed and international equities. It was founded by the Ian Potter Foundation, AUI and the Myer family.

DUI has been listed on ASX since 19 December 1991 and manages a portfolio valued at $1.4 billion (as at 31 December 2025).

8.2 Business overview

(a) Investment objectives

DUI is internally managed and draws upon the experience of the DUI Board to manage its investment portfolio.

DUI's investment objectives are to:

- create and maintain a diversified portfolio of quality Australian companies, primarily through shares listed on the ASX and investments in international markets;
- maintain an investment policy which is based on a medium to long-term view of providing income and capital appreciation;
- review the portfolio to monitor and reduce risks and identify market opportunities as they arise; and
- provide dividend income to shareholders which is sustainable over the long-term, being aware of the benefits of franking.

(b) Investment strategy

DUI's investment strategy is to take a medium to long term view and to invest in Australian equities, listed property trusts, and international equities. Investments may also be made from time to time in interest bearing securities, convertible notes or unlisted managed funds.

As at 30 June 2025, the average holding across DUI's portfolio was 15 years, with 73% of the portfolio held for longer than 10 years.

(c) Investment portfolio

As at 31 December 2025, DUI's portfolio was comprised as follows:

- Australian equities: 76.7%;
- International equities: 22.4%; and
- cash and short-term receivables: 0.9%.

Set out below is an overview of the top 25 holdings in DUI's portfolio, which account for approximately 91.6% of DUI's investment portfolio.

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No.	Security	Market value[7] $'000	Investment of portfolio (%)
1	Commonwealth Bank of Australia	144,513	10.3%
2	CSL Limited	97,547	7.0%
3	Transurban Group	88,813	6.3%
4	ANZ Group Holdings Limited	78,131	5.6%
5	Vanguard Information Technology ETF	75,992	5.4%
6	Rio Tinto Limited	73,410	5.2%
7	Vanguard US Total Market Shares Index E	73,144	5.2%
8	Westpac Banking Corporation	61,764	4.4%
9	BHP Group Limited	61,184	4.4%
10	Vanguard All-World Ex-US Index ETF	56,258	4.0%
11	Computershare Limited	47,796	3.4%
12	Aristocrat Leisure Limited	46,544	3.3%
13	Macquarie Group Limited	40,640	2.9%
14	Wesfarmers Limited	40,545	2.9%
15	iShares Edge MSCI Min Vol USA ETF	39,394	2.8%
16	Washington H Soul Pattinson & Company Limited	37,140	2.6%
17	ResMed Inc	35,940	2.6%
18	National Australia Bank Limited	31,733	2.3%
19	Challenger Limited	28,230	2.0%
20	Northcape Capital Global Emerging Markets Fund	27,724	2.0%
21	Stockland	22,920	1.6%

[7]As at 31 December 2025.

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No.	Security	Market value[7] $'000	Investment of portfolio (%)
22	iShares Global Healthcare ETF	21,713	1.5%
23	Woodside Energy Group Limited	21,231	1.5%
24	Scentre Group	17,220	1.2%
25	Woolworths Group Limited	16,159	1.2%

(d) **Dividend framework and history**

DUI pays ordinary dividends each half year out of the income and profit generated by its investment portfolio.

DUI has paid a dividend every year since 1992.

The table below provides an overview of DUI's dividend history over the last five years:

Ex Dividend Date	Payment Date	Dividend Amount per DUI Share (cents)	Franking (%)	Type
27 Feb 2026	20 Mar 2026	7.0	100%	Interim
28 Aug 2025	19 Sep 2025	9.0	100%	Final
28 Feb 2025	21 Mar 2025	7.0	100%	Interim
26 Aug 2024	17 Sep 2024	9.0	100%	Final
22 Feb 2024	15 Mar 2024	7.0	100%	Interim
28 Aug 2023	19 Sep 2023	9.0	100%	Final
23 Feb 2023	17 Mar 2023	7.0	100%	Interim
23 Aug 2022	9 Sep 2022	9.0	100%	Final
23 Feb 2022	18 Mar 2022	7.0	100%	Interim
01 Sep 2021	23 Sep 2021	8.5	100%	Final
23 Feb 2021	17 Mar 2021	7.0	100%	Interim

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8.3 DUI Board and senior management

(a) DUI Board

As at the date of this Scheme Booklet, the DUI Board comprises the following directors:

Name and position	Experience
Charles Goode AC **Non-executive Chairman**	• Mr Goode is the Chairman of the Board of AUI (Director since 1990, Chairman since 1993), Chairman Emeritus of The Ian Potter Foundation Limited (having been Governor 1987 – 2024, Chairman 1994 – 2024) and Chairman Emeritus of Flagstaff Partners (having been Chairman 2010 – 2019). • Mr Goode was formerly Chairman of Australia and New Zealand Banking Group Limited (Director 1991 – 2010, Chairman 1996 – 2010) and Chairman of Woodside Petroleum Limited (Director 1988 – 2007, Chairman 1999 – 2007).
Anthony Burgess AO **Non-Executive Director**	• Mr Burgess AO has over 40 years' experience in corporate finance in Melbourne, London and New York. He is Co-Founder and Chairman of Flagstaff Partners, an independent corporate finance advisory firm, having been Chief Executive Officer from 2009 to 2019. He was formerly Global Co-Head of Mergers and Acquisitions at Deutsche Bank AG, based in London. He is a Governor of The Ian Potter Foundation Limited (since 2013) and Chairman of the Investment Committee of Melbourne Business School Limited (since 2015).
Stephen Hiscock **Non-Executive Director** **Lead Independent Director**	• Mr Hiscock is Executive Chairman and a founding shareholder of SG Hiscock & Company Ltd (SGH), a fund manager specialising in Australian Equities, REITs and Individually Managed Portfolios, and is a Non-Executive Director of Honestly Riverina Ltd. Prior to setting up SGH, Mr Hiscock was Chief Investment Officer,

Name and position	Experience
	National Asset Management Ltd (NAM), a subsidiary of National Australia Bank Ltd and he was also the Chairman of their Asset Allocation Committee. Prior to that he was the Head of NAM's Australian Equities team (for 5 years) and the Head of NAM's Property Team. He is the Chairman of DUI's Nomination and Remuneration Committee.
Andrew Larke **Non-Executive Director**	• Mr Larke is Chairman of L1 Long Short Fund Ltd (since 2018) and of IXOM (a leading Australasian chemicals business), and is a Non-Executive Director of Tokyo Stock Exchange listed Nippon Paint Holdings Co Ltd (since 2025). He was previously CEO and Managing Director of IXOM, was a Non-Executive Director of ASX listed DuluxGroup Ltd and has held senior corporate strategy roles in Orica Ltd and North Ltd. He has been involved in mergers, acquisitions and divestments as well as corporate advisory for over 30 years. He is Chairman of DUI's Audit and Risk Management Committee.

(b) **DUI senior management**

DUI's senior management comprises the following member:

Name and position	Experience
James Pollard **Company Secretary**	Mr Pollard is also Company Secretary of AUI (since 2020) and has over 15 years' experience in accounting, taxation and private wealth advisory.

8.4 **Administrative agreement with AUI**

DUI and AUI are party to an agreement under which AUI provides administrative services to DUI through the provision of services by Mr James Pollard, who is the company secretary of both AUI and DUI, and Ms Lisa Curtis, who provides accounting services to both AUI and

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DUI. The total fees paid by DUI to AUI under the agreement for the six months ended 31 December 2025 were $167,187 (including GST).

8.5 Historical financial information

(a) Basis of preparation

This Section 8.5 sets out a summary of historical financial information in relation to DUI for the purpose of this Scheme Booklet. The financial information has been derived from DUI's financial statements for the financial years ended 30 June 2024 and 30 June 2025, and the half year ended 31 December 2025, which were audited or reviewed by KPMG.

The historical financial information of DUI is presented in an abbreviated form and does not contain all the disclosures, presentation, statements or comparatives that are usually provided in an annual report prepared in accordance with the Corporations Act. DUI considers that for the purposes of this Scheme Booklet the historical financial information presented in an abbreviated form is more meaningful to DUI Shareholders.

Further details on DUI's financial performance and financial statements for FY25, are set out in DUI's Annual Report for FY25 announced to ASX on 12 September 2025, and DUI's Half Year Report to 31 December 2025 announced to ASX on 20 February 2026, which can be found on DUI's website (www.dui.com.au) or on the ASX website (www.asx.com.au).

(b) Historical income statement

	2024 $'000	**2025** $'000	**1H 2026** $'000
Revenue from investment portfolio	46,518	43,706	21,439
Fair value movements on unlisted investments	(17)	3,005	2,227
Administration and other expenses	(1,595)	(1,606)	(815)
Finance expenses	(5,174)	(1,463)	(190)
Profit before tax	39,732	43,642	22,661
Income tax expense	(3,699)	(5,652)	(3,461)
Profit after tax	**36,033**	**37,990**	**19,200**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Revaluation of the investment portfolio for the year	91,321	116,479	(5,367)
Provision for tax expense on revaluation of the investment portfolio for the year	(28,047)	(34,174)	2,151
Other comprehensive profit after tax	**63,274**	**82,305**	**(3,216)**
Total comprehensive profit	**99,307**	**120,295**	**15,984**

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(c) Historical statement of financial position

	2024 $'000	2025 $'000	1H 2026 $'000
Assets			
Cash and cash equivalents	3,794	27,412	8,126
Receivables	8,112	7,422	4,660
Other assets	92	13	107
Current assets	11,998	34,847	12,893
Investment portfolio	1,325,562	1,346,197	1,387,828
Non-current assets	1,325,562	1,346,197	1,387,828
Total assets	**1,337,560**	**1,381,044**	**1,400,721**
Liabilities			
Payables	667	176	445
Current tax payable	664	2,694	2,308
Borrowings - interest bearing	-	-	30,000
Current Liabilities	1,331	2,870	32,753
Borrowings - interest bearing	77,500	-	-
Net Deferred tax liability	224,931	261,043	259,422
Non-current liabilities	302,431	261,043	259,422
Total liabilities	**303,762**	**263,913**	**292,175**
Net assets	**1,033,798**	**1,117,131**	**1,108,546**
Equity			
Issued capital	454,975	452,494	447,297
Reserves	578,823	664,637	661,249
Total equity	**1,033,798**	**1,117,131**	**1,108,546**

(d) Historical statement of cash flows

	2024 $'000	2025 $'000	1H 2026 $'000
Cash flows from operating activities			
Interest received	370	591	432
Dividends and trust distributions received	40,224	38,496	21,814
Foreign income received	3,395	5,305	1,943
Other income	178	13	15
Administration and other expenses paid	(1,511)	(1,568)	(760)
Finance costs paid	(5,286)	(1,920)	(78)
Income taxes paid	(583)	(1,687)	(3,312)
Net cash from operating activities	**36,787**	**39,230**	**20,054**
Cash flows from investing activities			
Proceeds from sale of investments	39,920	141,920	2,755
Purchases of investments	(22,235)	(43,070)	(47,526)
Net cash from / (used in) investing activities	**17,685**	**98,850**	**(44,771)**
Cash flows from financing activities			
Proceeds from borrowings	43,000	58,000	30,000

Repayment of borrowings	(55,500)	(135,500)	-
Dividends paid net of Dividend Reinvestment Plan	(11,491)	(6,625)	(8,759)
Payments for shares bought back	(30,806)	(30,337)	(15,810)
Net cash (used in) / from financing activities	**(54,797)**	**(114,462)**	**5,431**
Net (decrease) / increase in cash held	(325)	23,618	(19,286)
Cash and cash equivalents period start	4,119	3,794	27,412
Cash and cash equivalents at period end	**3,794**	**27,412**	**8,126**

8.6 Material changes in DUI's financial position

As at the Last Practicable Date, to the knowledge of the DUI Directors, and other than as disclosed in this Scheme Booklet or announced on the ASX subsequent to this Scheme Booklet, there have been no material changes to the financial position of DUI since 31 December 2025, being the date of DUI's most recent half year accounts.

DUI Shareholders can obtain a copy of DUI's FY25 financial report, and its Half Year Report to 31 December 2025, from DUI's website at www.dui.com.au. DUI Shareholders can also obtain a copy of DUI's FY25 financial report, and its Half Year Report to 31 December 2025, free of charge by calling the Shareholder Information Line on 1300 911 275 (within Australia) between 8.30 am and 5.30 pm, Monday to Friday (excluding public holidays).

DUI also publishes weekly and monthly updates on the estimated and unaudited pre-tax net tangible asset backing of DUI Shares, available from DUI's website at www.dui.com.au or the ASX.

8.7 Recent DUI Share price

DUI Shares are listed on the ASX under the ticker 'DUI'. The last closing price of DUI Shares on the ASX prior to announcement of the Scheme was $5.28.

The latest recorded sale price of DUI Shares on ASX as at the Last Practicable Date was $4.93.

The highest and lowest recorded sale prices during the 3 months immediately before that date were $5.54 on 30 January 2026 and 10 February 2026 and $4.90 on 9 March 2026.

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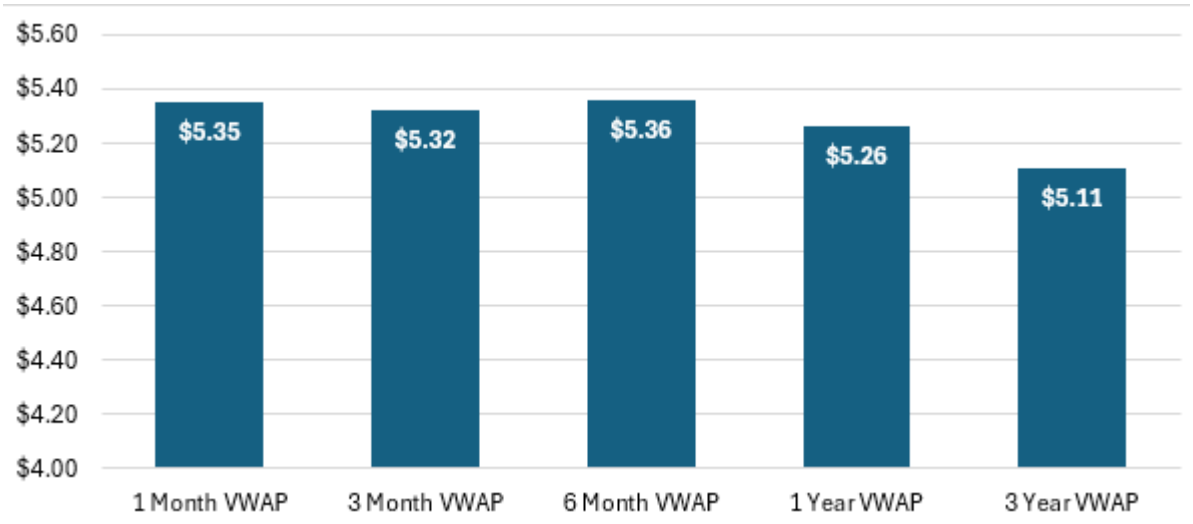
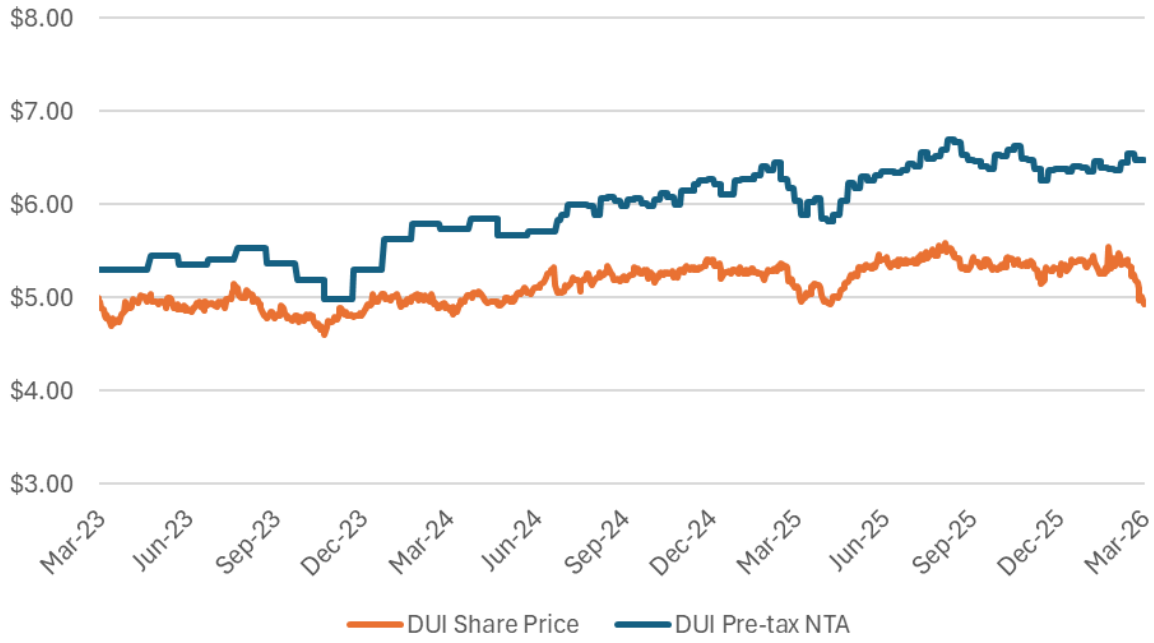
The VWAP of DUI Shares on the ASX prior to announcement of the Scheme are set out below:



Source: VWAP information based on IRESS trading data

The graph below shows DUI's share price performance, as well as the share price to pre-tax net tangible assets discount, during the 3 years up to the Last Practicable Date.



Source: Monthly pre-tax net tangible assets published on ASX by DUI on or before 5 July 2024 and weekly pre-tax net tangible assets published thereafter

8.8 Franking credits

As at 30 June 2025, DUI had a franking credit balance of $6,519,388 in its franking account after allowing for the final 2025 dividend.

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8.9 Capital structure

As at the Last Practicable Date, the capital structure of DUI was as follows:

Type of security	Number on issue
DUI Shares	214,277,463

8.10 Substantial holders in DUI Shares

As extracted from filings released on the ASX on or before Last Practicable Date, the following persons were substantial holders of DUI Shares:

Name	Number of DUI Shares*	Voting power in DUI*	Date of last substantial shareholder notification
Australian Foundation Investment Company	13,283,243	6.45%	15 January 2015
The Ian Potter Foundation Ltd	49,652,187	24.07%	15 April 2015
AUI	42,641,215	19.90%[8]	30 January 2026

** Note – this includes shares held by a person's associates and shares in respect of which they otherwise have a Relevant Interest.*

8.11 DUI Directors' intentions

If the Scheme is implemented, AUI will acquire and control DUI.

AUI will appoint its nominees to the DUI Board. Consequently, it will be for the AUI Board post-implementation of the Scheme to determine its intentions as to:

- the continuation of DUI's business; and
- any major changes to be made to DUI's business.

The current intentions of the AUI Board with respect to these matters are set out in Section 10.3.

[8] As set out in the Form 604 Notice of change of interests of substantial holder lodged by AUI on 30 January 2026, AUI acquired a Relevant Interest in 27,997,060 DUI Shares held by IPF as a result of entry into the IPF Option Agreement, the key terms of which are summarised in Section 13.3.

If the Scheme is not implemented, the DUI Directors intend to continue to operate DUI in the ordinary course of business, including with respect to the matters noted above, and for DUI to remain listed on the ASX.

8.12 Publicly available information about DUI

DUI is a listed disclosing entity for the purpose of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a company listed on ASX, DUI is subject to Listing Rules which require (subject to some exceptions) continuous disclosure of any information that DUI has that a reasonable person would expect to have a material effect on the price or value of DUI Shares.

ASX maintains files containing publicly disclosed information about all entities listed on ASX. Information disclosed to ASX by DUI is available on the ASX website at www.asx.com.au.

In addition, DUI is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by DUI may be obtained from an ASIC office or on the ASIC website (www.asic.gov.au).

DUI Shareholders may obtain a copy of DUI's Annual Financial Report, and its Half Year Report to 31 December 2025, from the ASX website (www.asx.com.au) or from the DUI website (www.dui.com.au).

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9. Information about AUI

This Section 9 has been prepared by AUI. The information concerning AUI and the intentions, views and opinions contained in this Section 9 are the responsibility of AUI. DUI and its officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

9.1 Background

AUI is a LIC founded in 1953 by the late Sir Ian Potter and invests in Australian listed equities.

AUI has been listed on the ASX since 1 January 1974 and manages a portfolio valued at $1.7 billion (as at 31 December 2025).

AUI has demonstrated strong performance compared to the ASX200 and its peers over the short and long term. Over 1, 3, 5 and 10 years, AUI on the basis of pre-tax net tangible assets backing per share has outperformed the other traditional listed investment companies.[9]

9.2 Business overview

(a) Investment objectives

AUI is internally managed and draws upon the experience of the AUI Board to manage its investment portfolio.

AUI's investment objectives are to:

- create and maintain a diversified portfolio of quality Australian companies, primarily through shares listed on the ASX, with a medium to long term view of providing income and capital appreciation;
- manage the portfolio to monitor and reduce risks and identify market opportunities as they arise; and
- provide dividend income to shareholders which is sustainable over the long-term, maintaining full franking when possible.

(b) Investment strategy

AUI's investment strategy is to take a medium to long view and to invest in Australian equities.

As at 30 June 2025, the average age of holdings across the portfolio was 17 years, with 66% of the portfolio held for longer than 10 years.

[9] For this purpose, AUI's peers and the other traditional listed investment companies are Diversified United Investment Limited (ASX: DUI), Australian Foundation Investment Company Limited (ASX: AFI), Argo Investments Limited (ASX: ARG), BKI Investment Company Limited (ASX: BKI) and Whitefield Industrials Limited (ASX: WHF).

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(c) **Investment portfolio**

Set out below is an overview of the top 25 holdings in AUI's portfolio, which account for approximately 90.8% of AUI's investment portfolio as at 31 December 2025.

No.	Security	Market value[10] $'000	Investment of portfolio (%)
1	Commonwealth Bank of Australia	160,570	9.4%
2	BHP Group Limited	122,823	7.2%
3	Rio Tinto Limited	110,115	6.4%
4	Wesfarmers Limited	105,417	6.1%
5	ANZ Group Holdings Limited	87,216	5.1%
6	Diversified United Investment Limited	78,932	4.6%
7	Transurban Group	78,155	4.6%
8	Westpac Banking Corporation	77,200	4.5%
9	CSL Limited	69,060	4.0%
10	ResMed Inc	64,692	3.8%
11	Northern Star Resources Ltd	53,460	3.1%
12	Aristocrat Leisure Limited	52,362	3.1%
13	Washington H Soul Pattinson & Company Limited	51,996	3.0%
14	CAR Group Limited	46,140	2.7%
15	Origin Energy Limited	45,960	2.7%
16	Newmont Corporation	45,060	2.6%
17	National Australia Bank Limited	42,310	2.5%
18	Macquarie Group Limited	40,640	2.4%
19	Brambles Limited	37,310	2.2%
20	Woodside Energy Group Ltd	35,385	2.1%

[10]As at 31 December 2025.

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No.	Security	Market value[10] $'000	Investment of portfolio (%)
21	Challenger Limited	35,382	1.8%
22	Worley Limited	31,425	1.7%
23	Woolworths Group Limited	29,380	1.6%
24	Coles Group Limited	27,872	1.5%
25	NextDC Limited	25,060	2.1%

(d) **Dividend framework and history**

AUI pays ordinary dividends each half year out of the income and profit generated by its investment portfolio and AUI has indicated that it intends to pay an annual special dividend of 8 cents per AUI share fully franked for each of the next four years.

AUI has paid a dividend every year since its listing in 1974.

The table below provides an overview of AUI's dividend history over the last five years:

Ex Dividend Date	Payment Date	Dividend Amount per DUI Share	Franking (%)	Type
27 Feb 2026	20 Mar 2026	17.0	100%	Interim
28 Aug 2025	19 Sep 2025	8.0	100%	Special
28 Aug 2025	19 Sep 2025	20.0	100%	Final
28 Feb 2025	21 Mar 2025	17.0	100%	Interim
26 Aug 2024	17 Sep 2024	8.0	100%	Special
26 Aug 2024	17 Sep 2024	20.0	100%	Final
22 Feb 2024	15 Mar 2024	17.0	100%	Interim
28 Aug 2023	19 Sep 2023	20.0	100%	Final
23 Feb 2023	17 Mar 2023	17.0	100%	Interim
23 Aug 2022	9 Sep 2022	20.0	100%	Final
23 Feb 2022	18 Mar 2022	17.0	100%	Interim

Ex Dividend Date	Payment Date	Dividend Amount per DUI Share	Franking (%)	Type
01 Sep 2021	23 Sep 2021	19.0	100%	Final
23 Feb 2021	17 Mar 2021	17.0	100%	Interim

9.3 AUI Board and senior management

(a) AUI Board

As at the date of this Scheme Booklet, the AUI Board comprises the following directors:

Name and position	Experience
Charles Goode AC **Non-Executive Chairman**	• Mr Goode is the Chairman of the Board of Diversified United Investment Limited (since 1991), Chairman Emeritus of The Ian Potter Foundation Limited (having been Governor 1987 – 2024, Chairman 1994 – 2024) and Chairman Emeritus of Flagstaff Partners (having been Chairman 2010 – 2019). • Mr Goode was formerly Chairman of Australia and New Zealand Banking Group Limited (Director 1991 – 2010, Chairman 1996 – 2010) and Chairman of Woodside Petroleum Limited (Director 1988 – 2007, Chairman 1999 – 2007).
Fred Grimwade **Non-Executive Director** **Lead Independent Director**	• Mr Grimwade is a Principal and Director of Fawkner Capital Management Pty Ltd. He is Chairman of XRF Scientific Limited (Director since 2012, Chairman since 2018) and was previously Chairman / Director of CPT Global Limited (2002 – 2023) and a Director of Select Harvests Limited (2010 – 2023). Formerly he held senior executive positions with Colonial First State Investments Group, Colonial Mutual Group, Western Mining Corporation and Goldman, Sachs & Co. He is the Chairman of AUI's Audit and Risk Management Committee.
Dion Hershan	• Mr Hershan is Executive Chairman and Head of Australian Equities at Yarra Capital

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Name and position	Experience
Non-Executive Director	Management. He has more than 20 years' finance industry experience. Formerly he held senior executive positions with Goldman Sachs Asset Management, Citadel Investment Group (New York), Fidelity Investments (Boston) and Boston Consulting Group. He is Chairman of AUI's Nomination and Remuneration Committee.
Wayne Kent **Non-Executive Director**	• Mr Kent has a 40 year career spanning Law, Investment Banking and Private Equity, including extensive experience in the Australian and International markets. He is currently a Senior Adviser to Flagstaff Partners, an independent corporate finance advisory firm. He co-founded Macquarie's Equity Capital Markets business and has held senior executive positions at Macquarie and Credit Suisse, Australia. He is also a co-owner or investor in a number of privately owned businesses and industrial properties in Australia.

(b) **AUI senior management**

AUI's senior management comprises the following member:

Name and position	Experience
James Pollard **Company Secretary**	Mr Pollard is also DUI's Company Secretary (since 2020) and has over 15 years' experience in accounting, taxation and private wealth advisory.

9.4 **Interests of AUI Directors**

(a) **Interests of AUI Directors in AUI Shares**

The table below sets out the Relevant Interests of AUI Directors in AUI Shares as at the Last Practicable Date:

AUI Director	Interests in AUI Shares
Charles Goode AC	1,808,615

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AUI Director	Interests in AUI Shares
Fred Grimwade	25,735
Dion Hershan	12,000
Wayne Kent	10,000

(b) **Interests of AUI Directors in DUI Shares**

Mr Charles Goode AC holds 8,042,310 DUI Shares. No other AUI Director holds any DUI Shares.

(c) **Other interests of AUI Directors**

Except as disclosed in this Scheme Booklet, the AUI Directors have no interest in the outcome of the Scheme.

9.5 Historical financial overview

(a) **Basis of preparation**

This Section 9.5 sets out a summary of historical financial information in relation to AUI for the purpose of this Scheme Booklet. The financial information has been derived from AUI's financial statements for the financial years ended 30 June 2024 and 30 June 2025, and the half year ended 31 December 2025, which were audited or reviewed by KPMG.

The historical financial information of AUI is presented in an abbreviated form and does not contain all the disclosures, presentation, statements or comparatives that are usually provided in an annual report prepared in accordance with the Corporations Act. AUI considers that for the purposes of this Scheme Booklet the historical financial information presented in an abbreviated form is more meaningful to DUI Shareholders.

Further details on AUI's financial performance and financial statements for FY25, are set out in AUI's Annual Report for FY25 announced to ASX on 12 September 2025 which can be found on AUI's website (www.aui.com.au) or on the ASX website (www.asx.com.au).

(b) **Historical income statement**

	2024 $'000	2025 $'000	1H 2026 $'000
Revenue from investment portfolio	57,761	57,004	28,231
Fair value movements on options	0	0	3,782
Administration and other expenses	(1,795)	(1,847)	(975)
Administration costs recovered	284	278	152
Finance expenses	(5,086)	(2,431)	(963)
Profit before tax	51,164	53,004	30,227

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Income tax expense	(2,046)	(3,136)	(2,963)
Profit after tax	**49,118**	**49,868**	**27,264**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Revaluation of the investment portfolio for the year	134,131	159,338	27,544
Provision for tax expense on revaluation of the investment portfolio for the year	(40,220)	(47,754)	(8,189)
Other comprehensive profit after tax	**93,911**	**111,584**	**19,355**
Total comprehensive profit	**143,029**	**161,452**	**46,619**

(c) Historical statement of financial position

	2024 $'000	2025 $'000	1H 2026 $'000
Assets			
Cash and cash equivalents	16,387	5,464	20,648
Receivables	6,259	6,628	2,858
Put option asset	-	-	5,286
Other assets	111	27	178
Current assets	22,757	12,119	28,970
Investment portfolio	1,511,122	1,626,496	1,692,700
Plant and equipment	14	8	6
Other assets	284	216	182
Non-current assets	1,511,420	1,626,720	1,692,888
Total assets	**1,534,177**	**1,638,839**	**1,721,858**
Liabilities			
Payables	1,603	507	727
Call option liability	-	-	527
Employee benefits	28	14	19
Current tax payable	421	1,770	6,551
Borrowings - interest bearing	-	25,000	90,000
Current Liabilities	2,052	27,291	97,824
Payables	235	168	132
Employee benefits	21	26	33
Borrowings - interest bearing	77,000	-	-
Net Deferred tax liability	248,142	296,912	301,234
Non-current liabilities	325,398	297,106	301,399
Total liabilities	**327,450**	**324,397**	**399,223**
Net assets	**1,206,727**	**1,314,442**	**1,322,635**
Equity			
Issued capital	439,092	441,140	437,458
Reserves	767,635	873,302	885,177
Total equity	**1,206,727**	**1,314,442**	**1,322,635**

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(d) **Historical statement of cash flows**

	2024	2025	1H 2026
	$'000	$'000	$'000
Cash flows from operating activities			
Interest received	763	441	216
Dividends and trust distributions received	56,733	55,991	31,707
Call options sold	-	-	2,470
Put options purchased	-	-	(3,447)
Other revenue received	332	334	149
Administration and other expenses paid	(1,805)	(1,703)	(960)
Finance costs paid	(4,887)	(3,588)	(896)
Income taxes received / (paid)	55	(481)	(1,968)
Net cash from operating activities	**51,191**	**50,994**	**27,271**
Cash flows from investing activities			
Proceeds from sale of investments	131,896	126,779	27,106
Return of capital from investment portfolio	-	-	2,548
Purchases of investments	(90,832)	(82,959)	(68,315)
Purchases of fixed assets	(8)	-	-
Net cash from / (used in) investing activities	**41,056**	**43,820**	**(38,661)**
Cash flows from financing activities			
Proceeds from borrowings	75,000	91,000	95,000
Repayment of borrowings	(84,000)	(143,000)	(30,000)
Dividends paid net of Dividend Reinvestment Plan	(43,880)	(52,346)	(32,707)
Payments for shares bought back	(28,113)	(1,391)	(5,719)
Net cash (used in) / from financing activities	**(80,993)**	**(105,737)**	**26,574**
Net increase / (decrease) in cash held	11,254	(10,923)	15,184
Cash and cash equivalents at period start	5,133	16,387	5,464
Cash and cash equivalents at period end	**16,387**	**5,464**	**20,648**

9.6 Material changes in AUI's financial position

As at the Last Practicable Date, to the knowledge of the AUI Directors, and other than as disclosed in this Scheme Booklet or announced on the ASX subsequent to this Scheme Booklet, there have been no material changes to the financial position of AUI since 31 December 2025, being the date of AUI's most recent half year accounts.

9.7 Recent AUI Share price

AUI Shares are listed on the ASX under the ticker 'AUI'. The last closing price of AUI Shares on the ASX prior to announcement of the Scheme was $11.30.

The latest recorded sale price of AUI Shares on ASX as at the Last Practicable Date was $10.68.

The highest and lowest recorded sale prices during the 3 months immediately before that date were $11.58 on 12 February 2026 and $10.65 on 9 March 2026.

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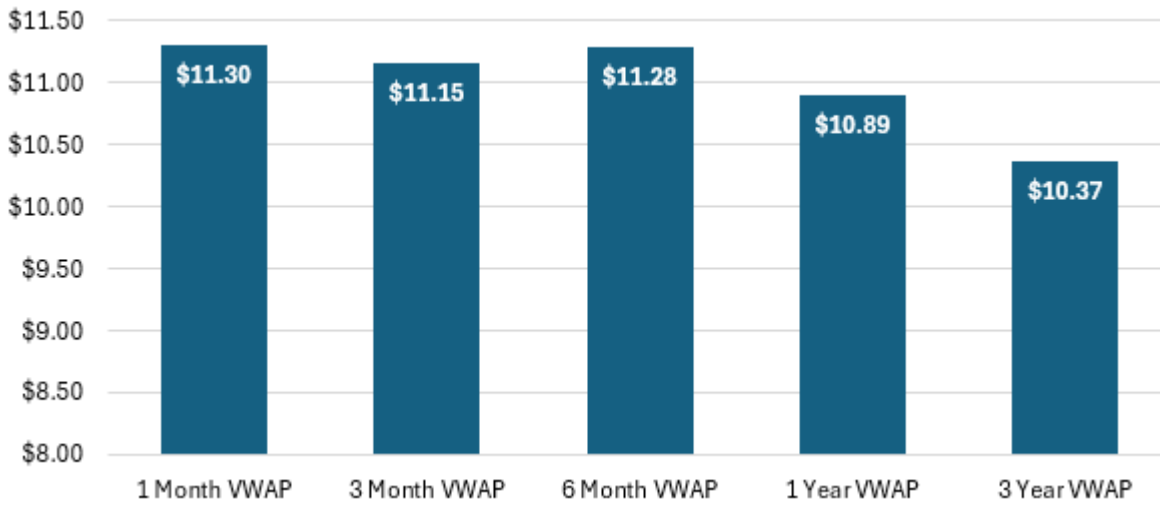
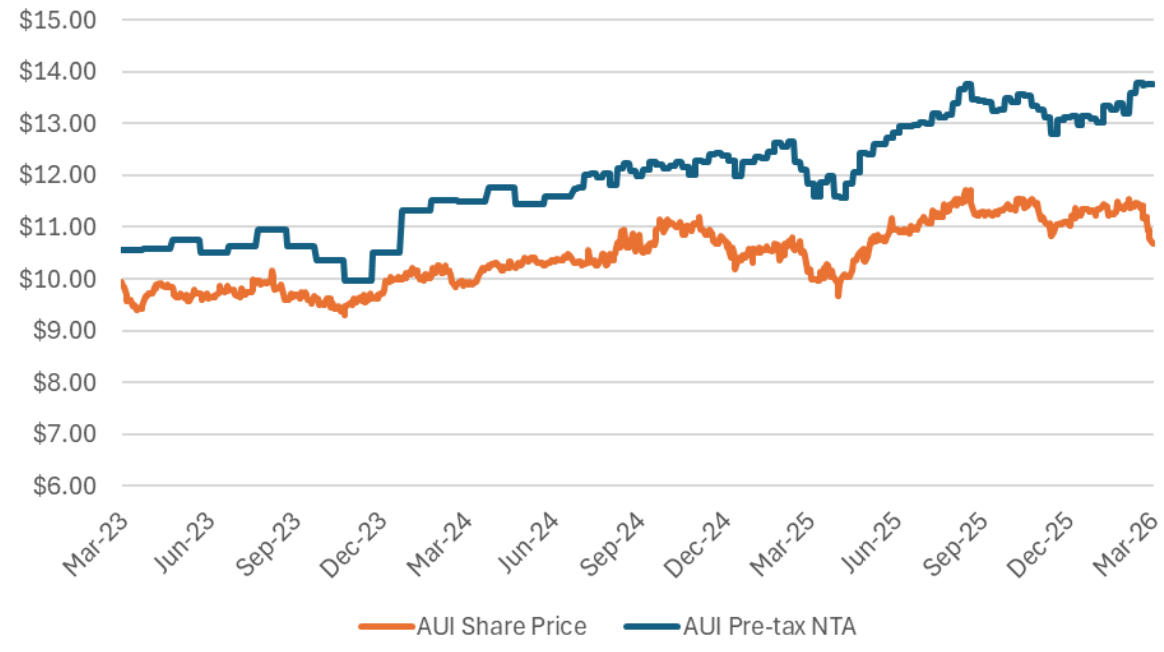
The VWAP of AUI Shares on the ASX prior to announcement of the Scheme are set out below:



Source: VWAP information based on IRESS trading data

The graph below shows AUI's share price performance, as well as the share price to pre-tax net tangible assets discount, during the 3 years up to the Last Practicable Date.



Source: Monthly pre-tax net tangible assets published on ASX by AUI on or before 5 July 2024 and weekly pre-tax net tangible assets published thereafter

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9.8 Franking credits

As at 30 June 2025, AUI had a franking credit balance of $32,308,163 in its franking account after allowing for the final 2025 dividend.

9.9 Capital structure and substantial shareholding

(a) Capital structure

As at the Last Practicable Date, the capital structure of AUI was as follows:

Type of security	Number on issue
AUI Shares	123,757,577

(b) Substantial holdings

As extracted from filings released on the ASX on or before the Last Practicable Date, the following persons were substantial holders of AUI Shares:

Name	Number of AUI Shares	Voting power in AUI	Date of last substantial shareholder notification
The Ian Potter Foundation Ltd	44,446,603	41.44%	24 September 2013
Argo Investments Limited	9,290,588	7.35%	1 May 2024
Lady Primrose Catherine Potter, Primrose Properties Pty Ltd and Decerna Pty Ltd	7,732,224	7.35%	1 October 2012

9.10 AUI's interests in DUI

(a) AUI's Relevant Interest in DUI Shares

As at the Last Practicable Date, AUI had a Relevant Interest in 42,641,215 DUI Shares (being voting power of approximately 19.90%). This Relevant Interest arises as a result of the entry by AUI into the IPF Option Agreement in respect of up to 27,977,060 DUI shares (representing approximately 13.07% of the DUI shares), alongside AUI's current holding of 6.83% of the DUI Shares.

(b) **No dealings in DUI Shares in previous four months**

Except for the consideration to be provided under the Scheme, and pursuant to the IPF Option Agreement as described in Section 13.3, neither AUI nor any of its Associates has provided or agreed to provide consideration for any DUI Shares under any purchase or agreement during the period of four months before the date of this Scheme Booklet.

(c) **No pre-Scheme benefits**

During the period of four months before the date of this Scheme Booklet, none of AUI or any of its Associates gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

(i) vote in favour of the Scheme; or

(ii) dispose of DUI Shares,

where the benefit will not be provided to all Scheme Shareholders under the Scheme.

(d) **Benefits to current DUI officers**

Other than as disclosed in this Scheme Booklet, including as described in Section 13.2(d), none of AUI or any of its Associates will be making any payment or giving any benefit to any current director, secretary or executive officer of DUI as compensation or consideration for, or otherwise in connection with, their resignation from their respective offices if the Scheme is implemented.

9.11 Publicly available information

AUI is a listed disclosing entity for the purpose of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a company listed on ASX, AUI is subject to Listing Rules which require (subject to some exceptions) continuous disclosure of any information that AUI has that a reasonable person would expect to have a material effect on the price or value of AUI Shares.

ASX maintains files containing publicly disclosed information about all entities listed on ASX. Information disclosed to ASX by AUI is available on ASX's website at www.asx.com.au.

In addition, AUI is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by AUI may be obtained from an ASIC office or on ASIC's website (www.asic.gov.au).

9.12 No other material information

Other than as disclosed in this Scheme Booklet, there is no information regarding AUI, or its intentions regarding DUI, that is material to the making of a decision by a DUI Shareholder on whether or not to vote in favour of the Scheme that is within the knowledge of any AUI Director as at the date of this Scheme Booklet that has not been previously disclosed to DUI Shareholders.

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10. Information about Merged Group

This Section 10 has been prepared by AUI. The information concerning AUI and the intentions, views and opinions contained in this Section 10 are the responsibility of AUI. DUI and its officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

The pro forma historical statement of financial position in Section 10.6 has been prepared by AUI, with reviewed financial information in respect of DUI for the half year ended 31 December 2025 provided by DUI to AUI.

10.1 Overview

AUI considers that the merger of the two companies into one, larger LIC, is a natural combination, given the similar investment philosophies of both companies.

Each company provides, in one investment, an interest in the shares of leading Australian companies all of which (except for AUI's shareholding in DUI) are in the ASX200. DUI also has some international investments. Both companies focus on long term investments, with the average shareholding being held for over ten years.

10.2 Rationale

The key strategic rationale for the merger is as follows:

(a) **Natural combination**

The merger is a natural combination, as AUI and DUI have similar investment philosophies. The AUI Directors see benefits from both companies coming together.

AUI has demonstrated strong performance compared to the ASX200 and its peers over the short and long term. Over 1, 3, 5 and 10 years, AUI on the basis of pre-tax net tangible assets backing per share has outperformed the other traditional listed investment companies.[11] Eligible DUI Shareholders will benefit from this track record. Despite that, AUI and DUI shares trade at a discount to the underlying investment portfolio. Combining AUI and DUI (AUI market capitalisation $1.32 billion and DUI market capitalisation $1.06 billion) will create a much larger listed entity. This is expected to lead to increased liquidity of shares in the Merged Group and may lead to a reduction in the trading discount of the share price to the pre-tax net tangible assets of the Merged Group.

(b) **Flexibility in portfolio management**

The two companies have a broadly similar Australian share portfolio. In addition, DUI has international investments comprising around 21% of its investment portfolio. The merger would allow increased flexibility in managing the combined investment

[11] For this purpose, AUI's peers and the other traditional listed investment companies are Diversified United Investment Limited (ASX: DUI), Australian Foundation Investment Company Limited (ASX: AFI), Argo Investments Limited (ASX: ARG), BKI Investment Company Limited (ASX: BKI) and Whitefield Industrials Limited (ASX: WHF).

portfolio as a result of the increased size of the portfolio and an expected overall uplift in the tax cost base of the DUI portfolio.

(c) **Cost synergies and savings**

The two companies share the costs of secretarial services and rent, but have separate costs in relation to directors' fees, stock exchange listings, and directors and officers' insurance, among other items. The combined annual costs other than interest costs, of the two companies is around $3.3 million and AUI estimates that there would be around a 21% or $700,000 saving for the Merged Group by combining the two companies.

10.3 **AUI's intentions if the Scheme is implemented**

If the Scheme is implemented, AUI currently intends to:

- replace the DUI Board (other than Mr Charles Goode AC) with its own nominees and arrange for DUI to be removed from the ASX;
- manage the investment portfolios of AUI and DUI as a single pooled portfolio in accordance with AUI's current investment strategy, to the extent it applies to the pooled portfolio. The AUI Board may consider transferring DUI's investments to AUI and, if this occurs, cause DUI to cease operating its business; and
- review the investment strategy of the Merged Group. This will include considering the opportunities arising from the increased size of the combined investment portfolio, the expected overall uplift in the tax cost base of the DUI portfolio that would result from AUI and DUI forming a tax consolidated group, and the international investments that currently comprise around 21% of the DUI portfolio (which AUI intends to hold initially). Any material modifications to the Merged Group's investment strategy will be communicated to shareholders in the Merged Group.

The composition of AUI's Board is not expected to change and will continue to comprise the current AUI Directors, Mr Charles Goode AC (Chairman), Mr Fred Grimwade, Mr Dion Hershan and Mr Wayne Kent. Mr James Pollard will remain company secretary.

AUI will, following implementation of the Scheme, undertake a detailed operational review of DUI to determine whether any modifications are required in relation to the intentions set out above. The operational review may result in changes to AUI's current intentions.

Subject to the above, it is the current intention of AUI, on the basis of the information concerning DUI which is known to it and the existing circumstances affecting the business of DUI, that:

- the business of DUI will otherwise be continued in substantially the same manner as it is presently being conducted;
- there will not be any redeployment of any fixed assets of DUI; and
- there will not be any change to the future employee services arrangements of DUI.

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10.4 Dividend policy

The AUI Directors expect, in the absence of unforeseen circumstances, to maintain after the merger AUI's current annual fully franked dividend of 37 cents per AUI Share and for each of the next four years to pay a special fully franked dividend of 8 cents per AUI Share.

This reflects AUI's objective to provide dividend income to shareholders which is sustainable over the long-term, while maintaining full franking when possible.

DUI Shareholders should be aware that the amount of each dividend will fluctuate depending on the value and timing of dividends and other returns that are paid to the Merged Group from the companies, trusts and other investments in its portfolio. The return on the Merged Group's investment portfolio will be influenced by a range factors, including (but not limited to) the risk factors set out in Section 11.4. Similarly, the level of franking of dividends is not fixed.

10.5 Investment portfolio of the Merged Group

Set out below is an overview of the top 25 holdings of the Merged Group's portfolio, which account for approximately 84.4% of the Merged Group's investment portfolio if combined at 31 December 2025.

No.	Security	Market value[12] $'000	Investment of portfolio (%)
1	Commonwealth Bank of Australia	305,083	10.0%
2	BHP Group Limited	184,007	6.1%
3	Rio Tinto Limited	183,525	6.0%
4	Transurban Group	166,968	5.5%
5	CSL Limited	166,607	5.5%
6	ANZ Group Holdings Limited	165,347	5.4%
7	Wesfarmers Limited	145,962	4.8%
8	Westpac Banking Corporation	138,964	4.6%
9	ResMed Inc	100,632	3.3%
10	Aristocrat Leisure Limited	98,906	3.3%

[12]As at 31 December 2025.

No.	Security	Market value[12] $'000	Investment of portfolio (%)
11	Washington H Soul Pattinson & Company Limited	89,136	2.9%
12	Macquarie Group Limited	81,280	2.7%
13	Vanguard Information Technology ETF	75,992	2.5%
14	National Australia Bank Limited	74,043	2.4%
15	Vanguard US Total Market Shares Index	73,144	2.4%
16	Challenger Limited	63,612	2.1%
17	CAR Group Limited	56,906	1.9%
18	Woodside Energy Group Ltd	56,616	1.9%
19	Vanguard All-World Ex-US Shares Index ETF	56,258	1.9%
20	Northern Star Resources Ltd	53,460	1.8%
21	Computershare Limited	47,796	1.6%
22	Origin Energy Limited	45,960	1.5%
23	Woolworths Group Limited	45,539	1.5%
24	Newmont Corporation	45,060	1.5%
25	iShares Edge MSCI Min Vol USA ETF	39,394	1.3%

10.6 Pro forma financial information for Merged Group

(a) Overview

This Section 10.6 presents the pro forma historical consolidated balance sheet of the Merged Group following implementation of the Scheme (**Merged Group Pro Forma Balance Sheet**).

The Merged Group Pro Forma Balance Sheet should be read in conjunction with the:

- basis of preparation as set out in Section 10.6(b);
- risks set out in Section 11;

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- historical financial information of DUI and AUI as set out in Sections 8 and 9 respectively;
- the accounting policies of DUI and AUI as disclosed in their most recent reviewed financial statements; and
- other information contained in this Scheme Booklet.

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions are subject to the effect of rounding. Accordingly, totals in tables may not add due to rounding.

Amounts in this Section 10.6 have been rounded to the nearest $1,000.

(b) **Basis of preparation**

The Merged Group Balance Sheet set out in this Section 10.6 has been prepared to provide DUI Shareholders with an indication of the financial position of the Merged Group as if the Scheme had been implemented as at 31 December 2025.

The Merged Group Pro Forma Balance Sheet has been prepared in accordance with the recognition and measurement principles contained in Australian Accounting Standards, other than that it includes adjustments, which have been prepared in a manner consistent with the Australian Accounting Standards, that reflect the impact of the pro forma adjustments as if they occurred as at 31 December 2025. By its nature, pro forma historical financial information is illustrative only. Consequently, it does not purport to reflect the actual financial position of the Merged Group if it had operated on a combined basis for the relevant period. Past performance is not a guide to future performance.

The Merged Group Pro Forma Balance Sheet presented in this Section 10.6 has been derived from:

- AUI's interim financial report for the six months ended 31 December 2025;
- DUI's interim financial report for the six months ended 31 December 2025; and
- the pro-forma adjustments described in Section 10.6(c).

The AUI and DUI interim financial reports for the six months ended 31 December 2025 were reviewed by KPMG. A copy of these reports can be found on the ASX (www.asx.com.au) or AUI or DUI's website (www.aui.com.au and www.dui.com.au respectively).

Pro-forma adjustments include the following:

- reversal of inter-entity investment entries in respect of AUI's current shareholding in DUI;
- reversal of inter-entity payables and receivables relating to the administration cost sharing arrangement;

- estimated reset of the tax cost base of DUI's investment portfolio; and
- the issue of New AUI Shares as consideration paid to DUI Shareholders under the Scheme, if the Scheme had been implemented on 31 December 2025.

The Merged Group Balance Sheet is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report or half year report prepared in accordance with the Corporations Act. In particular, it does not include the notes to and forming part of the financial statements of DUI and AUI. The information provided in this Section 10.6 is presented on a pro forma basis only and is based on numerous assumptions that may or may not reflect the actual financial position of the Merged Group after implementation of the Scheme and, as a result, it is likely that this information will differ from the actual financial information of the Merged Group.

(c) **Pro-forma balance sheet**

	Notes	AUI	DUI	Pro-forma adjustments	Merged Group
		1H 2026	1H 2026		1H 2026
		$'000	$'000		$'000
Assets					
Cash and cash equivalents		20,648	8,126	-	28,774
Receivables		2,858	4,660	(28)	7,490
Put option		5,286	-	-	5,286
Other assets		178	107	-	285
Current assets		**28,970**	**12,893**	**(28)**	**41,835**
Investment portfolio	1	1,692,700	1,387,828	(78,932)	3,001,596
Plant and equipment		6	-	-	6
Other assets		182	-	-	182
Non-current assets		**1,692,888**	**1,387,828**	**(78,932)**	**3,001,784**
Total assets		**1,721,858**	**1,400,721**	**(78,960)**	**3,043,619**
Liabilities					
Payables		727	445	(28)	1,144
Call option liability		527	-	-	527
Employee benefits		19	-	-	19
Current tax payable		6,551	2,308	-	8,859
Current borrowings - interest bearing		90,000	30,000	-	120,000
Current Liabilities		**97,824**	**32,753**	**(28)**	**130,549**
Payables		132	-	-	132
Employee benefits		33	-	-	33
Net Deferred tax liability	2	301,234	259,422	(206,344)	354,312
Non-current liabilities		**301,399**	**259,422**	**(206,344)**	**354,477**
Total liabilities		**399,223**	**292,175**	**(206,372)**	**485,026**
Net assets		**1,322,635**	**1,108,546**	**127,412**	**2,558,593**
Equity					

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Issued capital	3	437,458	447,297	650,629	1,535,384
Reserves	4	885,177	661,249	(523,217)	1,023,209
Total equity		**1,322,635**	**1,108,546**	**127,412**	**2,558,593**

Notes to the Merged Group Pro-forma balance sheet:

1. Investment portfolio

The balance of the Merged Group Investment portfolio is summarised as below:

Pre-merger Investment portfolio of AUI	1,692,700
Pre-merger Investment portfolio of DUI	1,387,828
Consolidation elimination of AUI's pre-merger holding in DUI	(78,931)
Pro-forma balance	**3,001,596**

2. Net deferred tax liability

Following implementation of the proposed Scheme, AUI intends to form an income tax consolidated group with DUI. In accordance with the Tax Consolidation Rules set down in the Tax Act, AUI is required to perform a calculation which resets the tax cost of the underlying assets of DUI, the results of which will be relevant to determining the taxable gain or loss on future disposal of DUI's assets. As a consequence of this calculation, there is expected to be an increase to the tax cost base of DUI's investments under the tax cost setting process which will impact the financial position of the Merged Group via the net deferred tax liability (**DTL**).

Accordingly, the balance of the Merged Group's DTL is calculated as:

Pre-merger Net deferred tax liability of AUI	301,235
Pre-merger Net deferred tax liability of DUI	259,422
Reversal of AUI's DTL on its pre-merger holding in DUI	(13,866)
Estimated adjustment of DTL upon AUI and DUI forming a tax consolidated group	(192,478)
Pro-forma balance	**354,313**

3. Issued capital

The balance of the Merged Group Issued capital is summarised as below:

Pre-merger Issued capital of AUI	437,458
AUI shares issued as consideration on implementation of Scheme	1,097,926
Pro-forma balance	**1,535,384**

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4. Reserves

The balance of the Merged Group Reserves is summarised as below:

Pre-merger Reserves of AUI	885,177
Reversal of AUI's DTL on its pre-merger holding in DUI	13,866
Gain on acquisition	124,166
Pro-forma balance	**1,023,209**

10.7 Merged Group capital structure

As at the Last Practicable Date, there are 123,757,577 AUI Shares on issue. If the Scheme is implemented, AUI will issue New AUI Shares to or on behalf of Scheme Shareholders and the total number of AUI Shares will increase.

The maximum number of New AUI Shares will be determined on the Calculation Date and is not yet known.

However, by way of illustration, based on the latest published monthly 'Net Tangible Asset Backing' for AUI and DUI as at the Last Practicable Date and numbers of shares currently on issue, the total number of AUI Shares will increase from 123,757,577 to 217,685,049 (assuming there are no Ineligible Shareholders).

On that basis, former DUI Shareholders will hold approximately 43.15% of the shares in the Merged Group, assuming there are no Ineligible Shareholders and excluding any existing shareholdings in AUI.

10.8 Rights and liabilities attaching to New AUI Shares

The rights and liabilities attaching to the New AUI Shares to be issued to or on behalf of Scheme Shareholders as Scheme Consideration will be the same as those attaching to existing AUI Shares and will rank equally with all fully paid ordinary shares of AUI from the date of their allotment.

The table below provides a summary of the rights and liabilities attaching to AUI Shares under AUI's constitution. This summary does not purport to be exhaustive and must be read subject to the full text of the AUI constitution. A copy of AUI's constitution is available on ASX announcements platform or the AUI website.

Item	Description
Notices of and attending members' meetings	Each holder of an AUI Share is entitled to: • receive notice of, attend and vote at, general meetings of AUI; and • receive all notices, accounts and other documents required to be sent to AUI shareholders under the AUI

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Item	Description
	constitution, the Corporations Act and the Listing Rules.
Voting at meetings	At any general meeting of AUI, each member has one vote on a show of hands and, on a poll, one vote for each AUI Share held. Where any AUI Shares are partly paid, a member has a fraction of a vote equivalent to the proportion which the amount paid bears to the total amount payable in respect of that AUI Share. A resolution at a general meeting must be decided on a show of hands unless a poll is demanded, in accordance with the Corporations Act and AUI's constitution. If more than one joint holder of an AUI Share is present at a meeting and tenders a vote, the vote of the AUI shareholder named first in the AUI Share Register will be accepted to the exclusion of others. In the case of an equality of votes on a resolution, the chair of a general meeting has a casting vote.
Transfer of AUI Shares	Subject to AUI's constitution, AUI Shares are generally freely transferable. AUI Shares may be transferred by: • any method of transferring or dealing in shares required or permitted by ASX or operated in accordance with the ASX Settlement Operating Rules or Listing Rules; or • a written instrument of transfer in any usual or common form or in any other form approved by the AUI Board. The AUI Board may however refuse to register a transfer of AUI Shares where permitted by the Listing Rules and will refuse to register any transfer of AUI Shares where: • the Listing Rules require AUI to do so or the transfer is in breach of the Listing Rules; or • the AUI Shares are Restricted Securities (as defined in the Listing Rules) and the transfer is in breach of any agreement entered into by AUI in respect of those Restricted Securities.
Issue of further AUI Shares	Subject to the Corporations Act, the Listing Rules and the AUI constitution, the AUI Board may, at any time, issue shares, including preference and partly-paid shares, and grant options to acquire AUI Shares:

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Item	Description
	• to such persons, for such consideration and on such conditions; and • with such preferred, deferred or other special rights or special restrictions, whether with regard to dividend, voting, return of capital, payment of calls or otherwise, as the AUI Board determines.
Sale of non-marketable parcels	In accordance with the Listing Rules, the AUI Board may sell AUI Shares that constitute less than a marketable parcel (within the meaning of the Listing Rules) by following the procedure described in the AUI constitution.
Dividends	The AUI Board may from time to time resolve to pay dividends to AUI shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment. The decision to pay a dividend may be revoked by the AUI Board at any time before the time fixed for payment. Holders of any partly paid AUI Shares will only be entitled to the amount of the dividend which is proportional to the amount paid on each partly paid ordinary share.
Variation of class rights	The AUI Board may, subject to their terms of issue, vary or modify the rights attaching to any class of shares with the written consent of 75% of the issued shares of any particular class or with the sanction of a special resolution passed at a meeting of the holders of that class. As at the date of this Scheme Booklet, there is only one class of AUI Share on issue, being the AUI Shares. The rights of AUI Shares are not taken as having been varied by the creation or issue of further shares ranking equally with AUI Shares.
AUI Director appointments	AUI must have at least three directors. Subject to the AUI constitution and Corporations Act, AUI shareholders may elect any natural person as an AUI director by ordinary resolution passed in general meeting. The number of directors on the AUI Board must not exceed six, unless otherwise approved by AUI shareholders in general meeting. The AUI Board may also appoint a person to be a director to fill a casual vacancy or as an addition to the existing AUI Directors.

Item	Description
Winding up	If AUI is wound up, the liquidator may, with the approval by special resolution of AUI shareholders, divide among AUI shareholders all or any of AUI's assets and for that purpose, determine how it will carry out the division between the shareholders. The liquidator may not however require an AUI shareholder to accept any shares or other securities in respect of which there is any liability.

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11. Risks

11.1 Introduction

If the Scheme is implemented, DUI Shareholders (other than the Excluded Shareholder) that hold DUI Shares on the Scheme Record Date will receive New AUI Shares (unless they are Ineligible Shareholders, in which case they will receive their pro-rata share of the Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), a cash amount equal to the Market Value of the New AUI Shares that they would have otherwise been entitled to receive). The value of the Scheme Consideration to DUI Shareholders will depend on the price at which AUI Shares trade on ASX after the Implementation Date.

Upon the Scheme being implemented, the DUI business will be owned by AUI (forming the Merged Group) and eligible DUI Shareholders will become AUI shareholders. As a result, DUI Shareholders will continue to be exposed to the risks associated with having an interest in DUI and will additionally be exposed to the risks associated with an investment in AUI.

In considering the Scheme, DUI Shareholders should be aware that there are a number of risk factors, both general and specifically relating to the Merged Group, which may affect the future operating and financial performance of the Merged Group and the price and/or value of AUI Shares.

This Section 11 outlines some of the key risk factors relating to the Scheme, the Merged Group and the business and operations of the Merged Group. It is however a summary only and does not purport to list every risk that may be associated with an investment in DUI, now or in the future or which may impact the operations of the Merged Group. Additional risks and uncertainties not currently known to DUI or AUI may also have an adverse impact on the Merged Group.

The occurrence or consequences of some of the risks described in this Section 11 may be partially or completely outside the control of DUI and AUI or their respective directors and senior management teams.

DUI Shareholders should carefully consider the following risks as well as the other information contained in this Scheme Booklet before voting on the Scheme. This Section 11 does not take into account the investment objectives, financial situation, taxation position or particular needs of individual DUI Shareholders.

11.2 Risks relating to the Scheme

(a) Conditions not met

The Scheme is subject to a number of conditions, as summarised in Section 13.4, including AUI shareholders approving the acquisition of Scheme Shares from IPF under the Scheme for the purposes of Listing Rule 10.1.

There is the risk that the Court may not approve the Scheme, or may only be willing to approve the Scheme subject to conditions that DUI and/or AUI (as applicable) are not prepared to accept. As at the date of this Scheme Booklet, DUI is not aware of any circumstances which would cause the conditions not to be satisfied or (if applicable) waived.

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There is also a risk that some or all of the aspects of the DUI Shareholder and Court approvals required for the Scheme to proceed may be delayed.

If the Scheme does not proceed, DUI will bear $1.9 million in transaction costs (including GST).

(b) **The Implementation Deed may be terminated in certain circumstances**

Each of DUI and AUI has the right to terminate the Implementation Deed in certain circumstances as set out in Section 13.4. Accordingly, there is no certainty that the Implementation Deed will not be terminated by either DUI or AUI before the Effective Date of the Scheme.

If the Implementation Deed is terminated, there is no assurance that the DUI Board will be able to find a party willing to pay equivalent or greater consideration for DUI Shares than the consideration to be issued pursuant to the terms of the Implementation Deed. This may adversely affect the future market price of DUI Shares.

See Section 11.5 for information on specific consequences for DUI Shareholders if the Scheme does not proceed.

(c) **Issue of New AUI Shares and fluctuation of Scheme Consideration**

AUI will issue a significant number of New AUI Shares as consideration for the transfer to AUI of the Scheme Shares. The value of the Scheme Consideration will therefore be dependent on the market value of AUI Shares traded on ASX. The price of AUI Shares is subject to fluctuations (upwards or downwards) which may result from different factors including, but not limited to, general economic conditions, fluctuations in domestic and international markets, movements in domestic interest rates and market expectations. Any fluctuation in the AUI Share price will directly impact the equivalent dollar value of the Scheme Consideration to which Scheme Shareholders will be entitled. The DUI Directors do not warrant the future share price performance of New AUI Shares or that implementation of the Scheme will result in a narrower share price discount to pre-tax net tangible assets for the Merged Group than has been reflected in DUI's share price.

The number of New AUI Shares to be issued to or on behalf of each Scheme Shareholder as Scheme Consideration will be calculated by reference to the relative pre-tax net tangible assets per share for each of DUI and AUI, determined in the same manner used for each company's weekly 'Net Tangible Asset Backing' announcement to ASX, adjusted for estimated transaction costs associated with the proposed Scheme to be incurred up to implementation.

The Scheme Consideration will be calculated and announced to ASX prior to the Scheme Meeting.

The pre-tax net tangible assets of either DUI or AUI, or both, may fluctuate and affect the number of New AUI Shares to which Scheme Shareholders will be entitled as Scheme Consideration, with the effect that:

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- a decrease in the pre-tax net tangible assets per DUI Share relative to that of AUI will result in Scheme Shareholders being entitled to a smaller number of New AUI Shares as Scheme Consideration; and
- an increase in the pre-tax net tangible assets per DUI Share relative to that of AUI will result in Scheme Shareholders being entitled to a larger number of New AUI Shares as Scheme Consideration.

Section 7.4(b) sets out, for illustrative purposes only, the number of New AUI Shares to which an eligible Scheme Shareholder will be entitled if the Scheme becomes Effective, based on illustrative pre-tax net tangible assets for each of AUI and DUI.

Further, for Ineligible Shareholders, there is no guarantee as to the price at which either the New AUI Shares may be sold by the Sale Agent (or the timing of any sale), or the price at which AUI Shares trade during the period in which the Market Value is calculated, as described in Section 7.4(f).

There is also a risk that the price of AUI Shares traded on ASX may not fluctuate in line with fluctuations in DUI's pre-tax net tangible assets, which may affect the realisable value of the Scheme Consideration.

Some Scheme Shareholders who receive New AUI Shares may not wish to retain their shareholding and may sell their New AUI Shares soon after receiving them. This may have an adverse impact on the market price of AUI Shares traded on ASX in the short term.

(d) **Tax consequences for Scheme Shareholders**

Upon implementation of the Scheme, there will be tax consequences for Scheme Shareholders. These implications will differ based on several factors, such as the tax residency and tax profile of the DUI Shareholders. Section 12 provides an overview of the expected consequences related to Australian income tax, stamp duty and GST for certain Scheme Shareholders. It is recommended that DUI Shareholders consult with independent tax professionals to understand the specific tax outcomes relevant to their individual circumstances.

11.3 **Risks relating to the creation of the Merged Group**

(a) **Integration risks**

While there are already certain shared services provided by AUI to DUI, the integration of AUI and DUI into the Merged Group may be more difficult or take more time or cost more than currently anticipated, and could delay the realisation of benefits expected to result from the Scheme. This may have an adverse impact on the operations and financial performance and position of the Merged Group.

Further information regarding the potential cost savings is detailed in Section 4.1(c) and Section 10.2(c).

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(b) **Ability of Scheme Shareholders to vote on and affect the future direction of the Merged Group**

If implemented, the Scheme will result in Scheme Shareholders having smaller voting interests in the Merged Group than their voting interests in DUI.

(c) **Realisation of savings**

As outlined in Sections 4.1(c) and 10.2(c), the Scheme is expected to deliver cost savings in operational synergies following implementation. There is a risk that these savings are not realised within the anticipated timeframe, or at all, or to their full extent. Failure to achieve targeted savings may have an adverse impact on the operations and financial performance and position of the Merged Group and the value of AUI Shares.

(d) **Changes in investment portfolio**

The creation of the Merged Group will ultimately result in a different investment portfolio combination to DUI's current investment portfolio. While there is some alignment between AUI and DUI's current investments, the merged investment portfolio created through the Scheme may result in a capital / income return risk profile that is different to DUI's current investments and profile, including due to the reduced weighting of international securities in the Merged Group on implementation of the merger relative to the remaining portfolio of Australian securities. In addition, as DUI and AUI are currently invested in some of the same Australian companies, the Merged Group's proportionate investment in those companies will on implementation of the merger be greater than DUI's current exposure.

For further information on DUI's and AUI's current investment portfolios, refer to Section 8 and Section 9.

(e) **Transaction costs**

If the Scheme is implemented, there is expected to be total transaction costs of approximately $3.1 million (including GST). This figure includes transaction costs for both AUI and DUI. This amount does not distinguish between amounts that may have already been paid by AUI or DUI (as applicable) prior to the Implementation Date. There is a risk that the estimated transaction and integration costs may be higher than those currently expected to be incurred.

11.4 General risks relating to the business and operations of the Merged Group

Given the similarities between the AUI and DUI businesses, there are a number of risks that are relevant to both businesses, including general risks relating to ownership of securities, economic risk and fluctuation in capital markets. These risks, as outlined below, will also be applicable to the Merged Group.

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(a) **Securities ownership and fluctuations in value**

As with any entity listed on ASX, the value of AUI Shares is influenced by a variety of factors, including macroeconomic factors or broader social occurrences which are beyond the Merged Group's control. The value of AUI Shares following implementation will depend upon general share market and economic conditions which are uncertain and subject to fluctuation, as well as the specific performance of the Merged Group. There is no guarantee of profitability, dividends or the return of capital of the Merged Group or the price at which AUI Shares will trade on ASX. The past performance of AUI or DUI is not necessarily an indication as to future performance of the Merged Group as the trading price of shares can fluctuate.

(b) **Nature of listed investment companies**

Due to the nature of the business of LICs, with profit and income derived from the performance of the underlying investment portfolio, the operations and financial prospects are driven by a number of factors including, but not limited to, domestic and international economic growth, the performance of domestic and international financial markets, domestic and international political events and relevant regulation in Australia and overseas.

Additionally, by virtue of investing capital in market securities, the Merged Group will be subject to market risks, being the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the income or the value of their holdings of financial instruments. Fluctuations in the value of underlying investments may also move with movements in market prices, impacting the Merged Group's performance.

(c) **General economic conditions**

The financial performance of the Merged Group and the value of its shares may fluctuate due to various factors, including movements in the Australian and international capital markets, recommendations by brokers and analysts, interest rates, exchange rates, inflation, Australian and international economic conditions, change in international economic conditions, change in government, fiscal, monetary and regulatory policies, global geo-political events and hostilities, global health pandemics and acts of terrorism, investor perceptions and other factors that may affect the Merged Group's financial position and earnings.

In the future, these factors may affect the performance of the Merged Group and may cause the price of its shares to fluctuate and trade below current prices.

Australia may experience an economic recession or downturn of uncertain severity and duration which could impact the Merged Group's ability to operate the business in the normal course which may adversely impact the Merged Group's earnings and assets, as well as the value of its shares.

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(d) **Internal management risk**

As the Merged Group will be internally managed, the performance of the Merged Group is highly dependent on the proper exercise of the management skills of the AUI Board.

There can be no guarantee that current AUI Directors will be able to be retained or, if those persons cease to be engaged by the Merged Group, that the Merged Group will be able to attract and retain personnel of sufficient experience and expertise to manage the investments of the Merged Group. As a result, no guarantee can be given in respect of the future earnings of the Merged Group or the earnings and capital appreciation of their investments.

(e) **Liquidity risk**

While the Merged Group will receive cash flows from dividends, distributions and sale proceeds from its investment portfolio, due to the nature of its business, there is a liquidity risk that it will not have sufficient cash to meet its financial obligations as they fall due. Following implementation of the Scheme, the Merged Group will continue to monitor its cash flow requirements to ensure that it has cash or access to sufficient borrowing facilities or liquid securities to meet its financial obligations as they fall due.

(f) **Currency risk**

While the investments in AUI's portfolio are stated in Australian dollars, the Merged Group will be exposed to currency risk to the extent that the value of investments which are denominated in foreign currencies may fluctuate due to movements in exchange rates against the Australian dollar, which will be the Merged Group's reporting currency. DUI currently has investments denominated in US dollars and the Euro.

Fluctuations in relevant foreign currencies for foreign investments will have flow on implications for the value of the Merged Group. For example, if the Australian dollar strengthens against the US dollar, the reported value of any US-denominated investments will decrease the Merged Group's equity position.

(g) **Interest rate risk**

The Merged Group will be exposed to interest rate risk through its interest income derived from its cash accounts and short-term deposits. Interest bearing investments are not however core to the current investment strategies of DUI or AUI.

Additionally, the Merged Group will also be exposed to interest rate fluctuations as a result of external debt facilities that have floating interest rates. As at 31 December 2025, DUI had secured a $100 million facility from NAB, drawn to $30 million, and AUI had secured a $125 million facility from NAB drawn to $90 million. As both these facilities have floating interest rates, the interest payable can fluctuate with changes in the floating interest rate, which is affected by external factors, such as movements in the Bank Bill Swap Rate.

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(h) **Credit risk**

The Merged Group will be exposed to credit risk principally through the cash that will be invested in cash management units, the investment of which is restricted to at-call deposits and term deposits, and through the carrying amount of receivables. There will be a risk of potential failure by counterparties to discharge their obligations under a financial instrument that could in turn lead to a financial loss for the Merged Group.

(i) **Operational risk**

The Merged Group will be exposed to a range of operational risks. Such operational risks include the failure of internal operations, which may arise from process errors or system failures, or the failure of key third party providers to properly perform their obligations and duties, resulting in the Merged Group being unable to perform essential functions.

A disruption in the Merged Group's operations may adversely affect its financial performance, constrain the Merged Group's growth, or otherwise generally have an adverse impact on its business.

(j) **Information technology and cybersecurity risk**

The Merged Group's share registry will manage its register of members and investments will be made by buying shares on the ASX rather than by dealing with the Merged Group directly. As a result, the Merged Group itself may not necessarily store all confidential, personal and sensitive information of its shareholders. However, the Merged Group's business may still be materially disrupted by privacy or data breaches through theft or loss of information (for example, through system failures or inadequate security controls) in respect of shareholder information it does hold, alongside any confidential assessments of various investments the Merged Group has made or intends to make for the portfolio.

Any breach of this nature may result in significant disruption to the Merged Group's business and could have an adverse impact on the Merged Group's growth prospects, operating results, reputation and financial performance, and have significant regulatory implications.

(k) **Fraud and theft**

The Merged Group's financial assets may be the subject of fraud or theft due to internal or external events (including from its shareholders). A significant or sustained failure in the Merged Group's technology systems or cybersecurity could also expose the Merged Group to fraudulent behaviour. Any of these events may cause financial and reputational damage and distract management from the operations of the Merged Group.

(l) **Compliance risk**

All investments of the Merged Group will carry the risk that their value may be affected by changes in laws and regulations or other obligations in Australia or other

jurisdictions in which the Merged Group holds investments. In addition, a change in regulations can give rise to increased compliance requirements, increased compliance costs and potential breaches of law for the Merged Group, among other things. Such events could have a significant impact on the Merged Group's reputation and financial performance.

(m) **Litigation risk**

Exposure to litigation brought by third parties such as investors, regulators, employees or business associates could negatively impact the Merged Group's operations and financial performance and position through increased costs, payment of damages and damage to reputation.

(n) **Investment risk**

Some of the entities in which the Merged Group may invest in may have a limited trading history or small capital base. Investment in these entities involves risks that are greater than investment in larger capitalised entities or entities in other market sectors. While the development of sound risk management procedures and proper analysis of proposed investments can minimise the risks of investment in such companies, the risks are material and significant.

(o) **Business risk**

The profitability and success of the Merged Group is highly dependent on the ability of the AUI Board to assess business risks and make appropriate investments. It cannot be expected nor is there any guarantee that an investment or investment decision of the Merged Group will prove to be the correct decision or prove to be profitable. The Merged Group may accordingly incur significant losses in carrying out its investment objectives and investment strategy. As a result, no guarantee can be given in respect of the future earnings of the Merged Group or the earnings and capital appreciation of its investments.

11.5 Risks relating to DUI if the Scheme does not proceed

If the Scheme does not proceed DUI will continue on a standalone basis and DUI Shareholders will retain their DUI Shares.

In these circumstances DUI Shareholders will continue to be subject to all the risks that currently apply to an investment in DUI, including the risk factors described above in Section 11.4 as applicable to the Merged Group.

However DUI Shareholders should note the additional risks set out below if the Scheme does not occur.

(a) **DUI Shareholders will not receive the Scheme Consideration**

DUI Shareholders will retain their DUI Shares and will not receive the Scheme Consideration (or, in the case of Ineligible Shareholders, their pro-rata share of Net Proceeds or, in certain circumstances as outlined in Section 7.4(f), the cash amount

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equal to the Market Value of the New AUI Shares that they would have otherwise been entitled to receive).

(b) **DUI will remain listed on ASX and will continue to operate its business as a standalone entity**

In those circumstances DUI Shareholders will continue to be exposed to the risks and benefits of owning DUI Shares.

The risks identified in Section 11.4 above will apply to the future operations of DUI as a standalone business.

(c) **Price of DUI Shares may fall below its recent trading price, in the absence of a Superior Proposal**

If the Scheme does not proceed and no Superior Proposal emerges, the price of DUI Shares may fall (although this is difficult to predict with any degree of certainty).

The market price of a company's publicly traded securities is affected by many variables, some of which are not directly related to the company. Fluctuations in DUI's share price could also result from national and global economic and financial conditions, the market's response to the Scheme, market perceptions of DUI, and liquidity of financial markets. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the DUI Share price in the future if the Scheme does not proceed.

(d) **Transaction costs will be incurred**

DUI will have incurred significant transaction costs in relation to the proposed Scheme even if it does not proceed. These costs may include paying the Break Fee to AUI in certain circumstances, as set out in the Implementation Deed. See Section 13.4 for further information on the Break Fee.

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12. Tax implications

12.1 Introduction

This Section 12 contains a general summary of certain Australian income tax, GST and stamp duty consequences of the Scheme for Scheme Shareholders. The summary is intended as a general guide and is based on the Australian tax laws, regulations and administrative practices in effect as at the date of this Scheme Booklet. Scheme Shareholders should be aware that any changes (with either prospective or retrospective effect) to the Australian tax laws, regulations or administrative practices may impact the taxation treatment described below. Except where the context requires otherwise, terms used in this Section 12 take their meaning from the *Income Tax Assessment Act 1997* (Cth) and the *Income Tax Assessment Act 1936* (Cth) (jointly or as applicable) (**Tax Act**).

This summary is not intended to be an authoritative or exhaustive statement of the law applicable to the particular circumstances of every Scheme Shareholder. It is also not intended to be advice and should not be relied on as such. Australian taxation laws are complex and the tax consequences arising to Scheme Shareholders will vary depending on their particular characteristics and circumstances. Accordingly, Scheme Shareholders should obtain independent professional advice in relation to their own particular circumstances (in particular any person who may be subject to tax in any jurisdiction outside Australia) and should not rely upon the comments contained in this summary.

The Australian income tax consequences outlined below are relevant to Scheme Shareholders who are individuals, companies, trusts and complying superannuation funds that hold DUI Shares on capital account for Australian income tax purposes. This Australian income tax summary does not cover Scheme Shareholders who:

(a) hold their DUI Shares as trading stock or are otherwise subject to taxation on revenue account in respect of gains and losses on their DUI Shares (including pursuant to the "Taxation of Financial Arrangement" rules in Division 230 of the Tax Act);

(b) are holding their DUI Shares under an employee share scheme;

(c) are subject to special rules applying to particular entities only (eg insurance companies, temporary residents (within the meaning of the Tax Act), banks, exempt entities, certain types of trusts);

(d) are dealers in securities;

(e) change tax residence whilst holding DUI Shares;

(f) are non-residents (within the meaning of the Tax Act):

  (i) holding DUI Shares in carrying on business at or through a permanent establishment in Australia; or

  (ii) holding, alone or together with their associates (within the meaning of the Tax Act), 10% or more of the shares in DUI; or

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(g) are subject to the "Investment Manager Regime" in Subdivision 842-I of the Tax Act in relation to their DUI Shares.

12.2 Class ruling

DUI has applied for a Class Ruling from the Commissioner of Taxation on behalf of Scheme Shareholders to confirm certain income tax implications of the Scheme (**Class Ruling**).

The purpose of the Class Ruling is to provide certainty as to how specific provisions of Australian tax law will apply to a specific class of Scheme Shareholders participating in the Scheme (including the availability of scrip for scrip rollover relief for relevant Scheme Shareholders).

The ATO has not issued the Class Ruling requested as at the date of this Scheme Booklet.

DUI will make an ASX announcement when the Class Ruling has been issued in final form. Consistent with the ATO's usual practice, it is expected that the final Class Ruling will not be published until after the Implementation Date for the Scheme. When the final Class Ruling is issued by the ATO, it will be published on the ATO's website (www.ato.gov.au). Scheme Shareholders should refer to the Class Ruling to determine their tax position in respect of the Scheme.

It is anticipated that the Commissioner of Taxation's views to be expressed in the Class Ruling will be generally consistent with the description of the Australian tax implications in this summary. However, it is possible that the Commissioner of Taxation may reach different conclusions to those described in this Section 12. Accordingly, it is important that this outline be read on the understanding that the Commissioner of Taxation will issue a final Class Ruling after the date of this Scheme Booklet.

Any person who may be subject to tax in any jurisdiction outside Australia should obtain independent professional advice in relation to their particular circumstances.

12.3 Income tax considerations – residents of Australia

(a) Capital Gains Tax (CGT) event

The disposal of a DUI Share by a Scheme Shareholder to AUI under the Scheme should give rise to a CGT event. The time of the disposal for CGT purposes should be the Implementation Date.

Scheme Shareholders should make:

- a capital gain on the disposal of their DUI Shares to the extent that the capital proceeds received exceed the cost base of their DUI Shares; or
- a capital loss on the disposal of their DUI Shares to the extent that the reduced cost base of their DUI Shares exceeds the capital proceeds received.

As described further in Section 12.3(f), if rollover relief is available, this would enable certain Australian resident Scheme Shareholders to defer any capital gain that arises on the disposal of their DUI Shares.

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(b) **Capital gain or capital loss**

Any capital gain or capital loss made in respect of the disposal of the DUI Shares is required to be aggregated with any other capital gains or capital losses made by the Scheme Shareholder in respect of the relevant income year. Any resulting net capital loss may be carried forward and offset against future taxable capital gains (subject to satisfying any applicable loss recoupment rules). Any resulting capital gain (after offsetting any available carried forward capital losses) should be reduced by any applicable CGT discount (see Section 12.3(e) below) and any remaining net capital gain should be included in the Scheme Shareholder's assessable income.

(c) **Capital proceeds**

The capital proceeds from the disposal of the DUI Shares should be the market value of the Scheme Consideration received by Scheme Shareholders, determined on the Implementation Date.

(d) **Cost base**

Generally, the cost base or reduced cost base of a Scheme Shareholder's DUI Shares should include consideration paid or required to be paid to acquire their DUI Shares, plus any non-deductible incidental costs incurred in acquiring or disposing of the DUI Shares.

(e) **CGT discount**

Certain Scheme Shareholders may qualify for discount capital gains treatment to reduce any capital gain made in respect of the disposal of their DUI Shares if those DUI Shares have been held for at least 12 months before the disposal date. The CGT discount is 50% in the case of an individual or trust, or 33⅓% in the case of a complying superannuation fund.

No CGT discount is available for companies. The CGT discount and related rules applying to trusts and their beneficiaries are particularly complex.

(f) **Scrip for scrip rollover**

Scrip for scrip CGT rollover relief may be available to certain Australian resident Scheme Shareholders in relation to the Scheme Consideration. If rollover relief is available, this would enable relevant Scheme Shareholders to defer any capital gain that arises on the disposal of their DUI Shares. Scrip for scrip rollover is not available if a capital loss arises on the disposal of the DUI Shares.

As set out above, it is expected that the Class Ruling will confirm the availability of scrip for scrip rollover relief for relevant Scheme Shareholders.

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(g) **Acknowledgement of scrip for scrip rollover by AUI**

AUI has acknowledged that certain Australian resident Scheme Shareholders are expected to seek rollover relief under subdivision 124-M of the Tax Act, to the extent permitted under the Tax Act.

AUI has undertaken that it will not make a choice to deny rollover relief to the relevant Scheme Shareholders under subsection 124-795(4) of the Tax Act.

12.4 **Income tax considerations - Non-residents of Australia**

(a) **CGT implications**

Generally, for Australian income tax purposes, a non-resident Scheme Shareholder who has not used their DUI Shares at any time in carrying on a business through a permanent establishment in Australia should only be subject to Australian capital gains tax if their DUI Shares are indirect Australian real property interests. A Scheme Shareholder's DUI Shares should be indirect Australian real property interests where:

(i) the Scheme Shareholder (together with their associates) holds an interest of at least 10% of the shares in DUI at the time of the disposal, or for a 12 month period in the 24 months preceding the disposal (**non-portfolio interest test**); and

(ii) more than 50% of the market value of DUI's underlying assets is comprised of Australian 'real property' interests. Broadly, real property includes direct and indirect interests in Australian land, including leases.

DUI does not expect the second condition noted above to be satisfied and consequently it is not expected that the DUI Shares will be considered to be indirect Australian real property interests. However, a Scheme Shareholder who satisfies the non-portfolio interest test should obtain their own tax advice in this regard.

It should be noted that the Australian Government has announced prospective changes to the non-resident capital gains tax rules to:

(i) make the second condition noted above a 'look back' test rather than a 'point in time' test; and

(ii) clarify and broaden the types of assets in respect of which foreign residents are subject to CGT.

At the date of this Scheme Booklet, these proposed amendments have not been enacted but, in any case, it is not expected that the anticipated amendments would change the position outlined above.

(b) **CGT withholding**

The foreign resident capital gains withholding tax regime should not operate to require AUI to withhold an amount of the Scheme Consideration that is to be paid to Scheme

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Shareholders as DUI does not expect the DUI Shares to be indirect Australian real property interests within the meaning of the Tax Act.

12.5 Goods and Services Tax (GST)

GST should not be payable on the disposal of DUI Shares under the Scheme. Disposing Scheme Shareholders may be charged GST on costs incurred in relation to the Scheme (e.g. tax, legal or other advisory fees). Certain Scheme Shareholders that are registered (or required to be registered) for GST may be entitled to claim input tax credits (or reduced input tax credits) in relation to the GST incurred on these costs. You should seek independent tax advice in relation to your individual circumstances.

12.6 Stamp duty

Disposing Scheme Shareholders will not be liable for any stamp duty on the disposal of their DUI Shares. Pursuant to the Implementation Deed, AUI will be liable for any stamp duty which arises in relation to the Scheme, including in relation to the disposal by any Scheme Shareholders of their DUI Shares.

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13. Additional information

13.1 **Interests of DUI Directors in DUI Shares**

As at the Last Practicable Date, the DUI Directors have the following Relevant Interests in DUI Shares:

DUI Director	Number of DUI Shares owned or controlled
Charles Goode AC	8,042,310
Anthony Burgess AO	1,864,968
Stephen Hiscock	116,438
Andrew Larke	23,938

No DUI Director acquired or disposed of a Relevant Interest in any DUI Shares during the four months before the date of this Scheme Booklet.

13.2 **Other benefits and agreements**

(a) **Interests of DUI Directors in AUI securities**

Other than the Relevant Interest of Mr Charles Goode AC set out in Section 9.4(a) and Mr Anthony Burgess AO's Relevant Interest in 245,500 AUI Shares, no DUI Director has a Relevant Interest in any securities in AUI. No DUI Director has acquired or disposed of a Relevant Interest in any securities in AUI during the four months before the date of this Scheme Booklet.

(b) **Interests of DUI Directors in contracts with AUI**

Other than in relation to the engagement by AUI of Mr Charles Goode AC as a director of AUI and the indirect interest of Mr Charles Goode AC and Mr Anthony Burgess AO in the sub-lease arrangements noted below, no DUI Director has any interest in any contract entered into by AUI, or any of its related bodies corporate.

Mr Charles Goode AC is Chairman Emeritus of Flagstaff Partners and Mr Anthony Burgess AO is the Co-Founder and Chairman of Flagstaff Partners, an independent corporate finance advisory firm. Mr Charles Goode AC and Mr Anthony Burgess AO are also shareholders of Flagstaff Partners. AUI is party to a sub-lease arrangement on arms-length terms with Flagstaff Partners in relation to the office premises shared by AUI and DUI.

(c) **Benefits in connection with retirement from office**

Other than as disclosed in this Section 13, there is no payment or other benefit that is proposed to be made or given to any director, secretary or executive officer of DUI (or any of its related bodies corporate) as compensation for the loss of, or consideration

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for or in connection with his or her retirement from, office in DUI (or any of its related bodies corporate) in connection with the Scheme.

The Independent Directors have not received, and will not receive, any additional fees or benefits in connection with their participation as members of the IBC to consider the Scheme.

(d) **Deeds of indemnity, insurance and access**

DUI has entered into deeds of indemnity, insurance and access with the DUI Directors and officers on customary terms (**D&O Deeds**). The D&O Deeds include terms that provide for DUI to indemnify each of the DUI Directors and officers against all liability arising as a result of such persons acting as a director or officer, to the extent permitted by law.

DUI also pays a premium in respect of a directors and officers insurance policy for the benefit of the DUI Directors and officers. The Implementation Deed permits DUI to, prior to the Implementation Date, enter into arrangements to provide run-off insurance coverage for all current DUI Directors and officers for seven years from the retirement date of each director and officer.

Under the Implementation Deed, AUI must ensure that this directors' and officers' run-off insurance is maintained for this same seven year period.

(e) **Benefits from AUI**

No DUI Director has agreed to receive, or is entitled to receive, any benefit from AUI, which is conditional on, or is related to, the Scheme.

(f) **Agreements connected with or conditional on the Scheme**

Other than as disclosed in this Section 13, there are no agreements or arrangements made between any DUI Director and any other person in connection with, or conditional on, the outcome of the Scheme.

13.3 IPF Option Agreement

As at the Last Practicable Date, AUI has a Relevant Interest in 19.90% of the total DUI Shares on issue. This Relevant Interest arises as a result of the entry by AUI into the IPF Option Agreement in respect of up to 27,977,060 DUI shares (representing approximately 13.07% of the DUI shares), alongside AUI's current holding of 6.83% of the DUI Shares.

The IPF Option Agreement is exercisable by AUI in two tranches:

- first tranche — 12,447,367 shares, representing approximately 5.81% of DUI; and
- second tranche — 15,549,693 shares, representing approximately 7.26% of DUI.

The number of DUI Shares to be acquired under the first tranche will be scaled back if, at the time of exercise, the value of those shares is 5% or more of the equity value of AUI. If that

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occurs, the shares to be acquired under the second tranche would be increased by a corresponding number such that the overall number of shares remains unchanged.

In addition, to ensure compliance with the Corporations Act and the Listing Rules, the first and second tranche are subject to an overall cap to ensure that AUI will not acquire more than 19.90% voting power in DUI Shares under IPF Option Agreement or breach Listing Rule 10.11 by issuing AUI Shares.

AUI can only exercise the option if a 'Competing Proposal' (as defined in the IPF Option Agreement) for DUI is either announced to ASX or received by DUI.

In addition, AUI is required by the Listing Rules to seek shareholder approval for acquisition of shares in DUI held by, and the issue of shares to, IPF under the IPF Option Agreement.

The consideration payable by AUI under the IPF Option Agreement is shares in AUI. The number of shares to be issued to IPF in exchange for its DUI Shares will be calculated by reference to the pre-tax net tangible assets per share of DUI divided by the pre-tax net tangible assets per share of AUI as stated in the latest published weekly 'Net Tangible Asset Backing' for each company at the time of exercise.

This is the same basis of consideration that is payable to all eligible DUI Shareholders under the Scheme, except that under the Scheme the exchange ratio is adjusted for transactions costs associated with the proposed Scheme to be incurred up to implementation.

A copy of the IPF Option Agreement is attached to AUI's substantial holder notice in respect of DUI released to the ASX on 30 January 2026 and can be obtained from the ASX website (www.asx.com.au).[13]

13.4 Merger Implementation Deed

(a) Overview

DUI and AUI entered into the Merger Implementation Deed (MID) on 30 January 2026. The Implementation Deed sets out the rights and obligations of DUI and AUI in connection with the implementation of the Scheme, including an obligation for DUI to propose the Scheme, and the steps required to be taken by DUI and AUI to give effect to the Scheme. The key terms of the Implementation Deed are summarised in this Section 13.4. A copy of the Implementation Deed was released to the ASX on 30 January 2026 and can be obtained from the ASX website (www.asx.com.au).

(b) Conditions Precedent

Implementation of the Scheme is subject to a number of conditions which must be satisfied or waived (where capable of waiver) before the Scheme can become Effective. Those conditions are set out in clause 3.1 of the Implementation Deed and are summarised as follows. Each party is under an obligation to use reasonable

[13] On 23 February 2026, AUI and IPF amended the IPF Option Agreement to clarify that the number of AUI Shares to be issued under the option is capped at the number that may be issued without contravening Listing Rule 10.11 (which may result in a zero cap).

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endeavours to procure that the Conditions Precedent for which they are responsible are satisfied.

(i) (**New AUI Shares**): the New AUI Shares to be issued pursuant to the Scheme are approved for official quotation by ASX by 8.00am on the Second Court Date either unconditionally or subject only to customary conditions and that approval remains in full force and effect in all respects (subject to those customary conditions), and has not been withdrawn, revoked, suspended, restricted or amended (or become subject to any notice, intimation or indication of intention to do any such thing) before 8.00am on the Second Court Date.

(ii) (**Restraints**): no temporary, preliminary or final order, injunction, decision or decree issued by any court of competent jurisdiction or other Government Agency, or other material legal restraint or prohibition, preventing or delaying (or which could reasonably be expected to prevent or delay) the Transaction, unless such order or injunction has been disposed of to the satisfaction of AUI and DUI (each acting reasonably and in good faith), is in effect at 8.00am on the Second Court Date.

(iii) (**AUI shareholder approval**): AUI shareholders approve the acquisition of Scheme Shares from IPF under the Scheme at a general meeting of AUI shareholders for the purposes of Listing Rule 10.1.

(iv) (**DUI Shareholder approval**): DUI Shareholders (other than the Excluded Shareholder) agree to the Scheme at the Scheme Meeting by the requisite majorities under subparagraph 411(4)(a)(ii) of the Corporations Act.

(v) (**Court approval**): the Court approves the Scheme in accordance with paragraph 411(4)(b) of the Corporations Act.

(vi) (**No AUI Prescribed Occurrence**): no AUI Prescribed Occurrence occurs between the date of the Implementation Deed and 8.00am on the Second Court Date.

(vii) (**No DUI Prescribed Occurrence**): no DUI Prescribed Occurrence occurs between the date of the Implementation Deed and 8.00am on the Second Court Date.

(c) **Break fee**

A fee of $11,658,730 is payable by DUI to AUI (without set-off or withholding) if:

(i) (**Change in DUI IBC recommendation**): during the Exclusivity Period, any one or more members of the DUI IBC:

(A) adversely changes, withdraws, qualifies or modifies his or her support of the Scheme or his or her recommendation that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, or, having made such a recommendation, adversely changes, withdraws,

qualifies or modifies that recommendation for any reason (other than in certain circumstances); or

(B) recommends that DUI Shareholders accept or vote in favour of, or otherwise supports or endorses (including support by way of accepting or voting, or by way of stating an intention to accept or vote, in respect of any DUI Shares held by or on their behalf), a Competing Proposal of any kind that is announced (whether or not such proposal is stated to be subject to any pre-conditions);

(ii) (**Third Party conduct**): during the Exclusivity Period, a Competing Proposal of the kind described in clause 13.2(c) of the Implementation Deed is announced and, within 12 months of the date of such announcement, the Third Party or any Associate of that Third Party completes a Competing Proposal, enters into an agreement, arrangement or understanding with DUI, the DUI Board or DUI IBC or acquires (either alone or in aggregate) a Relevant Interest in more than 50% of the DUI Shares under a transaction that is or has become wholly unconditional or otherwise acquires (either alone or in aggregate) Control of DUI; or

(iii) (**Termination**): the Implementation Deed is terminated by AUI for a material breach of the Implementation Deed by DUI or a material breach of a DUI Representation and Warranty and the Transaction does not complete.

(d) **Reverse break fee**

A fee of $11,658,730 is payable by AUI to DUI (without set-off or withholding) if:

(i) (**Termination**): the Implementation Deed is terminated by DUI for a material breach of the Implementation Deed by AUI or a material breach of an AUI Representation and Warranty and the Transaction does not complete;

(ii) (**AUI Board recommendation**): during the period in which the AUI shareholder approval Condition Precedent is not satisfied or waived (see paragraph 13.4(b)(iii) above), any one or more members of the AUI Board adversely changes, withdraws, qualifies or modifies his support of the Listing Rule 10.1 Resolution or recommendation that AUI shareholders vote in favour of the Listing Rule 10.1 Resolution, or, having made such a recommendation, adversely changes, withdraws, qualifies or modifies that recommendation for any reason (other than in certain circumstances); or

(iii) (**Scheme Consideration**): the Scheme becomes Effective but AUI does not provide the Scheme Consideration in accordance with the terms of the Implementation Deed, the Scheme and the Deed Poll.

(e) **Termination Events**

The parties' rights to terminate the Implementation Deed are summarised below.

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(i) (**Termination by either party**): either party may terminate the Implementation Deed:

(A) by written notice to the other party:

(aa) at any time before 8.00am on the Second Court Date if the other party has materially breached the Implementation Deed, the party entitled to terminate has given written notice to the party in breach of the Implementation Deed setting out the relevant circumstances and stating an intention to terminate the Implementation Deed, and the other party has failed to remedy the breach within 10 Business Days (or any shorter period ending at 5.00 pm on the Business Day before the Second Court Date) after the date on which the notice is given;

(bb) if there is an event or occurrence that:

(a) would, or does, prevent any of the Conditions Precedent being satisfied;

(b) would, or does, prevent any of the Conditions Precedent being satisfied by the time and date specified in the Implementation Deed for the satisfaction of that Condition Precedent or such Condition Precedent is otherwise not satisfied by that time and date; or

(c) it becomes more likely than not that the Scheme will not become Effective on or before the End Date,

and the parties are unable to reach agreement on a course of action; or

(cc) if the Effective Date for the Scheme has not occurred, or will not occur, on or before the End Date.

(ii) (**Termination for breach of representations and warranties**): at any time prior to 8.00am on the Second Court Date, each of AUI and DUI may terminate the Implementation Deed for material breach of a DUI Representation and Warranty or an AUI Representation and Warranty (as the case may be) if:

(aa) written notice is provided to the other party setting out the relevant circumstances and stating an intention to terminate or to allow the Scheme to lapse;

(bb) the relevant breach continues to exist 5 Business Days (or any shorter period ending at 5.00 pm on the Business Day before the Second Court Date) after the date on which the notice is given; and

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(cc) the relevant breach is material in the context of the Scheme taken as a whole.

(iii) (**Termination by AUI**): AUI may terminate the Implementation Deed by written notice to DUI at any time before 8.00am on the Second Court Date if, for any reason whether or not permitted by the Implementation Deed, any member of the DUI IBC fails to recommend the Scheme, or any member of the DUI IBC adversely changes, withdraws, qualifies or modifies his recommendation that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme, or any member of the DUI IBC makes a public statement indicating that he no longer recommends the Scheme or recommending, supporting or endorsing another transaction (including any Competing Proposal, but excluding a statement that no action should be taken by DUI Shareholders pending the assessment of a Competing Proposal by the DUI IBC or completion of the matching right process contemplated under the Implementation Deed).

(iv) (**Termination by DUI**): DUI may terminate the Implementation Deed by written notice to AUI:

(A) at any time before 8.00am on the Second Court Date if a majority of the members of the DUI IBC fail to recommend or withdraw, adversely revise or adversely qualify (except for customary qualifications) their recommendation that DUI Shareholders (other than the Excluded Shareholder) vote in favour of the Scheme; or

(B) at any time before the Condition Precedent relating to AUI shareholder approval is satisfied or waived (see paragraph 13.4(b)(iii) above) if, for any reason whether or not permitted by the Implementation Deed, any member of the AUI Board fails to recommend that AUI shareholders vote in favour of the Listing Rule 10.1 Resolution, or any member of the AUI Board adversely changes, withdraws, qualifies or modifies his recommendation that AUI shareholders vote in favour of the Listing Rule 10.1 Resolution, or any AUI Board Member makes a public statement indicating that he no longer recommends the Listing Rule 10.1 Resolution.

(f) **Conduct of business**

Under the Implementation Deed, each of DUI and AUI have agreed to conduct their businesses and operations in the ordinary and usual course consistent with the manner in which they have been conducted in the 12 months before the date of the Implementation Deed, including (among other things):

(i) complying in all material respects with applicable laws, regulations, the Listing Rules and Government Agency orders;

(ii) complying, in all material respects, with all material contracts;

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(iii) using reasonable endeavours to maintain necessary authorisations;

(iv) preserving their business, assets, goodwill and key personnel; and

(v) maintaining relationships with Government Agencies, customers, suppliers and other stakeholders with which they have material business dealings.

DUI and AUI have also agreed that each party may determine and pay dividends in the ordinary course and consistent with its past practice, provided that the dividend in each case is recognised in the relevant party's accounts prior to the Calculation Date such that it is accounted for in AUI's NTA or DUI's NTA (as applicable) for the purpose of calculating the Scheme Consideration.

These conduct of business provisions are customary for a transaction of this nature.

(g) **Prohibited actions**

Each of DUI and AUI have agreed under the Implementation Deed that certain conduct is prohibited, including entering into related party transactions, making certain tax elections or settlements outside the ordinary course, incurring additional external debt above specified thresholds, paying incentive, bonus or termination payments outside existing contractual arrangements, settling or commencing legal proceedings above specified thresholds, waiving material third party defaults above specified thresholds, making material changes to accounting policies, or materially amending or entering into new financial adviser arrangements in respect of the Transaction.

These prohibited action provisions are customary for a transaction of this nature.

(h) **Representations and warranties**

DUI and AUI have each provided representations and warranties to the other in schedule 1 and schedule 2 of the Implementation Deed respectively. These representations and warranties are customary for a transaction of this nature.

(i) **Exclusivity**

Under the Implementation Deed, DUI represents and warrants that as at the date of the Implementation Deed, it is not party to any agreement facilitating a Competing Proposal and is not participating in any existing discussions relating to a Competing Proposal or providing or making available any non-public information in relation to DUI to a Third Party where such information was provided for the purpose of facilitating, or could reasonably be expected to lead to, a Competing Proposal.

The Implementation Deed includes customary "no shop", "no talk" and "no due diligence" restrictions, subject to a fiduciary exception which permits DUI to take action in relation to a Competing Proposal where the DUI IBC, acting in good faith and following consultation with legal advisers, determines the proposal could reasonably become a Superior Proposal and that failure to act would likely breach the fiduciary or statutory duties of the members of the DUI IBC. In such circumstances, DUI must provide AUI with the material terms of the Competing Proposal and grant AUI at least

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4 Business Days to announce or propose a counterproposal, and the matching right process must be followed for each new or materially modified Competing Proposal.

These exclusivity provisions are customary for a transaction of this nature.

13.5 Consents and disclosures

(a) **Consents – Independent Expert**

Kroll Australia Pty Ltd has given, and has not withdrawn before the date of this Scheme Booklet, its written consent to:

- be named as the Independent Expert in the form and context in which it is named;
- the inclusion of the Independent Expert's Report as Annexure A; and
- the inclusion in this Scheme Booklet of statements made by the Independent Expert, or said to be based on the Independent Expert's Report, and to all references in those statements, in the form and context in which they are respectively included.

(b) **Consents – AUI**

AUI has given, and has not withdrawn before the date of this Scheme Booklet, its written consent to:

- be named in this Scheme Booklet in the form and context in which it is named; and
- the inclusion in this Scheme Booklet of AUI Information in the form and context in which it appears.

(c) **Consents – advisers**

The following parties have given and have not, before the time of registration of this Scheme Booklet with ASIC, withdrawn their consent to be named in this Scheme Booklet in the form and context in which they are named:

- Ashurst as legal adviser to DUI; and
- MUFG Corporate Markets as the DUI Share Registry.

(d) **Disclosures and responsibility**

Each person named in this Section 13.5:

- has not authorised or caused the issue of this Scheme Booklet;
- does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than:
    - AUI in respect of the AUI Information only; and

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- Kroll Australia Pty Ltd in relation to its Independent Expert's Report; and

- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet other than a reference to its name and the statement (if any) included in this Scheme Booklet with the consent of that party as specified in this Section 13.5.

13.6 Regulatory relief

Paragraph 8302(h) of Part 3 of Schedule 8 of the Corporations Regulations requires this Scheme Booklet to set out whether, within the knowledge of the DUI Directors, the financial position of DUI has materially changed since the date of the last balance sheet laid before DUI in a general meeting (being its financial statements for the year ended 30 June 2025) or sent to DUI Shareholders in accordance with section 314 or 317 of the Corporations Act and, if so, full particulars of any change.

ASIC has granted DUI relief from this requirement so that this Scheme Booklet only needs to set out whether, within the knowledge of the DUI Directors, the financial position of DUI has materially changed since 31 December 2025 and, if so, full particulars of any change. DUI Shareholders may obtain a copy of DUI's Annual Financial Report, and its Half Year Report to 31 December 2025, from the ASX website (www.asx.com.au) or from the DUI website (www.dui.com.au).

13.7 No unacceptable circumstances

The Independent Directors believe that the Scheme does not involve any circumstances in relation to the affairs of DUI that could reasonably be characterised as constituting 'unacceptable circumstances' for the purposes of section 657A of the Corporations Act.

13.8 No other material information

Except as disclosed elsewhere in this Scheme Booklet, so far as the DUI Directors are aware, there is no other information that is:

- material to the making of a decision by a DUI Shareholder on whether or not to vote in favour of the Scheme; and

- known to any DUI Director at the date of lodging this Scheme Booklet with ASIC for registration,

which has not previously been disclosed to DUI Shareholders.

13.9 Supplementary disclosure

DUI will issue a supplementary document to this Scheme Booklet if it becomes aware of any of the following between the date of this Scheme Booklet and the Second Court Date:

- a material statement in this Scheme Booklet is false or misleading in a material respect;

- a material omission from this Scheme Booklet;

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- a significant change affecting a matter included in this Scheme Booklet; or
- a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if it had arisen before the date of this Scheme Booklet.

Depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, DUI may circulate and publish any supplementary document by:

- making an announcement to the ASX;
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia;
- posting the supplementary document to DUI Shareholders at their address shown on the DUI Share Register; and/or
- posting a statement on DUI's website at (www.dui.com.au),

as DUI, in its absolute discretion, considers appropriate.

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14. Glossary

14.1 Definitions

In this Scheme Booklet, unless the context otherwise appears, the following terms have the meanings shown below:

Term	Meaning
Adviser	any person who is engaged to provide professional advice of any type (including legal, accounting, consulting or financial advice).
ASIC	the Australian Securities and Investments Commission.
Associate	has the meaning set out in section 12 of the Corporations Act as if subsection 12(1) of the Corporations Act included a reference to the Implementation Deed and DUI was the designated body.
ASX	ASX Limited ACN 008 624 691 and, where the context requires, the financial market that it operates.
ATO	the Australian Taxation Office.
AUI	Australian United Investment Company Limited ACN 004 268 679.
AUI Board	the board of directors of AUI.
AUI Director	any director of AUI comprising part of the AUI Board.
AUI Information	information regarding AUI and the Merged Group, provided by AUI to DUI in writing for inclusion in the Scheme Booklet (excluding any information regarding DUI provided by DUI to AUI, or obtained from DUI's announcements on ASX or from a publicly available document lodged by DUI with ASIC, contained in, or used in the preparation of, the information regarding the Merged Group), being: (a) the Letter from the Chairman of AUI; (b) the FAQs 'Who is AUI?', 'Why does AUI wish to merge with DUI under the Scheme?' and the FAQs set out under the heading 'Information about the Merged Group'; (c) Section 9;

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Term	Meaning
	(d) Section 10 (other than the financial information in respect of DUI for the half year ended 31 December 2025); (e) Sections 11.3 and 11.4; (f) Section 12.3(g); and (g) Section 13.3. For the avoidance of doubt, the AUI Information excludes the DUI Information and the Independent Expert's Report.
AUI Prescribed Occurrence	has the meaning given to that term in the Merger Implementation Deed.
AUI Representation and Warranty	has the meaning given to that term in the Merger Implementation Deed.
AUI Share	a fully paid ordinary share in AUI.
AUI Share Register	the register of members of AUI maintained by AUI or the AUI registry in accordance with the Corporations Act.
Break Fee	$11,658,730.
Business Day	a day that is not a Saturday, Sunday, public holiday or bank holiday in Melbourne or Sydney.
Calculation Date	5:00 pm on the date that is 5 Business Days prior to the Scheme Meeting, or such other date agreed to in writing by AUI and DUI.
Class Ruling	has the meaning given in Section 12.2.
Competing Proposal	any offer, proposal or expression of interest, transaction or arrangement (including, by way of takeover bid or scheme of arrangement) put by a Third Party, under which, if ultimately completed substantially in accordance with its terms: (a) a person or two or more persons who are Associates would directly or indirectly: (i) acquire a Relevant Interest in or become the holder of more than 10% of the DUI Shares;

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Term	Meaning
	(ii) acquire, obtain a right to acquire, or otherwise obtain an economic interest in, 10% or more by value of the business or property of DUI; (iii) acquire Control of DUI; or (iv) otherwise acquire or merge with DUI or amalgamate with, or acquire a significant shareholding or economic interest in DUI or 10% or more by value of the total assets or business of DUI, whether by way of takeover bid, scheme of arrangement, shareholder approved acquisition, capital reduction, share buy-back or repurchase, sale or purchase of assets, joint venture, reverse takeover, dual-listed company structure, recapitalisation, establishment of a new holding entity for DUI or other synthetic merger or any other transaction or arrangement; or (b) may otherwise compete with or be inconsistent in any material respect with the consummation of the Scheme. Each successive material modification or variation of a Competing Proposal will constitute a new Competing Proposal.
Conditions Precedent	has the meaning given to that term in the Merger Implementation Deed.
Control	has the meaning given in section 50AA of the Corporations Act disregarding subsection 50AA(4).
Corporations Act	the *Corporations Act 2001* (Cth).
Corporations Regulations	the *Corporations Regulations 2001* (Cth).
Court	the Federal Court of Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by DUI and AUI.
Deed Poll	a deed poll in the form of Annexure C under which AUI agrees in favour of Scheme Shareholders to perform the obligations attributed to AUI under the Scheme.

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Term	Meaning
DUI	Diversified United Investment Limited ACN 006 713 177.
DUI Board	the board of directors of DUI.
DUI Director	any director of DUI comprising part of the DUI Board.
DUI IBC	the Independent Board Committee of DUI from time to time established to consider the Transaction comprising, as at the Last Practicable Date, Stephen Hiscock and Andrew Larke.
DUI Information	information regarding DUI prepared by DUI for inclusion in this Scheme Booklet, which for the avoidance of doubt comprises the entirety of this Scheme Booklet (and any information provided by DUI to AUI regarding DUI or obtained from DUI's announcements on ASX or from a publicly available document lodged by DUI with ASIC contained in, or used in the preparation of, the information regarding the Merged Group) but does not include the AUI Information or the Independent Expert's Report.
DUI Prescribed Occurrence	has the meaning given to that term in the Merger Implementation Deed.
DUI Representation and Warranty	has the meaning given to that term in the Merger Implementation Deed.
DUI Share	a fully paid ordinary share in DUI.
DUI Share Register or **MUFG Corporate Markets**	the register of members of DUI maintained by DUI or the DUI Share Registry in accordance with the Corporations Act.
DUI Share Registry	MUFG Corporate Markets (AU) Limited ACN 083 214 537.
DUI Shareholder	a person who is registered as the holder of a DUI Share in the DUI Share Register.
Effective	when used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.
Effective Date	the date on which the Scheme becomes effective.
End Date	has the meaning given to that term in the Merger Implementation Deed.

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Term	Meaning
Excluded Shareholder	AUI.
First Court Date	the first day on which an application made to the Court for an order under subsection 411(1) of the Corporations Act convening the Scheme Meeting is heard, or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard.
Flagstaff Partners	Flagstaff Partners Pty Ltd.
Government Agency	any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity (including any stock or other securities exchange), or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian.
GST	means a goods and services tax or similar value added tax levied or imposed under the GST Law.
GST Law	has the meaning given to it in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
Implementation Date	the fifth Business Day after the Scheme Record Date, or such other date after the Scheme Record Date as AUI and DUI agree in writing.
Implementation Deed	the Merger Implementation Deed dated 30 January 2026 between DUI and AUI, a copy of which was released to the ASX on that date, which is available on the ASX website (www.asx.com.au).
Independent Director	any director of DUI comprising part of the DUI IBC.
Independent Expert	Kroll Australia Pty Ltd.
Independent Expert's Report	the report issued by the Independent Expert in connection with the Scheme, as set out in Annexure A.
Ineligible Foreign Shareholder	a Scheme Shareholder whose address shown in the DUI Share Register on the Scheme Record Date is a place outside Australia and its external territories, unless AUI (acting reasonably and in consultation with DUI) determines that it is

Term	Meaning
	lawful and not unduly onerous or impractical to issue that Scheme Shareholder with New AUI Shares when the Scheme becomes Effective.
Ineligible Shareholder	means an: (a) Ineligible Foreign Shareholder; or (b) Unmarketable Parcel Shareholder that has not validly elected to receive the Scheme Consideration by completing (and returning before the Effective Date) an election form available from the DUI Share Registry.
IPF or **The Ian Potter Foundation**	The Ian Potter Foundation Limited ACN 004 603 972.
IPF Option Agreement	the call option agreement between AUI and The Ian Potter Foundation dated 30 January 2026.
Last Practicable Date	Monday, 9 March 2026, being the last practicable date to prepare information before finalising this Scheme Booklet for registration by ASIC.
LIC	listed investment company.
Listing Rule 10.1 Resolution	a resolution of AUI shareholders to approve the acquisition of Scheme Shares from IPF under the Scheme for the purposes of Listing Rule 10.1.
Listing Rules	the official listing rules of ASX.
Market Value	in relation to New AUI Shares and the operation of clause 5.4 of the Scheme, the volume weighted average price of AUI Shares traded on ASX during the 5 trading days after the Second Court Date, as calculated and advised by AUI in good faith.
Merged Group	the combination of the AUI and DUI following implementation of the Scheme.
Net Proceeds	the proceeds of the sale of New AUI Shares via the Sale Agent after deduction of any applicable brokerage, stamp duty and other costs, taxes and charges.
New AUI Share	an AUI Share to be issued to Scheme Shareholders under the Scheme.

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Term	Meaning
Notice of Scheme Meeting	the Notice of Scheme Meeting and the explanatory notes that form part of that notice, as set out in Annexure D.
Online Scheme Meeting Platform	the virtual Scheme Meeting platform, accessible at https://meetings.openbriefing.com/DUISCHEME26.
Related Persons	in respect of a person, including each party: (a) a director, officer, employee of that person; (b) an Adviser of that person (and each director, officer, employee or contractor of that Adviser); and (c) an agent or representative of that person.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
Requisite Majorities	in relation to the Scheme Resolution, a resolution passed by: (a) unless the Court orders otherwise, a majority in number (more than 50%) of DUI Shareholders present and voting at the Scheme Meeting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative); and (b) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by DUI Shareholders present and voting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative).
Reverse Break Fee	$11,658,730.
Sale Agent	the sale agent appointed by AUI to sell the New AUI Shares that are to be issued under clause 5.3(a)(1) of the Scheme.
Scheme	the scheme of arrangement under Part 5.1 of the Corporations Act between DUI and the Scheme Shareholders, the form of which is attached as Annexure B, subject to any alterations or conditions made or required by the Court under subsection 411(6) of the Corporations Act and agreed to in writing by DUI and AUI.

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Term	Meaning
Scheme Booklet	this document, being the explanatory statement in respect of the Scheme, which has been prepared by DUI in accordance with section 412 of the Corporations Act.
Scheme Consideration	(a) subject to item (b) of this definition, the consideration to be provided by AUI to each Scheme Shareholder for the transfer to AUI of each Scheme Share, being for each DUI Share held by a Scheme Shareholder as at the Scheme Record Date, the number of New AUI Shares calculated by reference to the following formula: $$Scheme\ Consideration\ per\ Scheme\ Share = DUI's\ NTA \div AUI's\ NTA$$ where the NTA for each of DUI and AUI (as applicable) is the pre-tax net tangible assets per share of DUI or AUI, respectively, as at the Calculation Date, calculated in the same manner as for the purpose of that party's announcement of its weekly pre-tax net tangible assets per share to ASX, prepared in the ordinary course; and (b) in calculating its NTA under item (a) of this definition, each of AUI and DUI must treat as a liability its estimated costs in relation to the Transaction to be incurred up to the Implementation Date as determined at the Calculation Date, in respect of which DUI must adopt the same accounting treatment as AUI. For the avoidance of doubt, Ineligible Shareholders are entitled to receive the Scheme Consideration through it being issued to the Sale Agent in accordance with clause 5.3 of the Scheme, as described in Section 7.4(e), or, in certain circumstances, through receipt of a cash amount equal to the Market Value of the New AUI Shares that they would have otherwise been entitled to receive in accordance with clause 5.4 of the Scheme, as described in Section 7.4(f).
Scheme Meeting	the meeting of DUI Shareholders (other than the Excluded Shareholder) ordered by the Court to be convened under subsection 411(1) of the Corporations Act to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.

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Term	Meaning
Scheme Record Date	7.00 pm on the second Business Day after the Effective Date, or such other time and date as AUI and DUI agree in writing.
Scheme Resolution	the resolution to approve the Scheme to be voted on at the Scheme Meeting, as set out in the Notice of Scheme Meeting.
Scheme Shareholder	a DUI Shareholder as at the Scheme Record Date (other than the Excluded Shareholder).
Scheme Shares	all DUI Shares held by the Scheme Shareholders as at the Scheme Record Date.
Second Court Date	the first day on which an application made to the Court for an order under paragraph 411(4)(b) of the Corporations Act approving the Scheme is heard, or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard.
Second Court Hearing	the hearing of the application made to the Court for an order pursuant to section 411(4)(b) of the Corporations Act approving the Scheme.
Superior Proposal	a bona fide Competing Proposal, not resulting from a breach by DUI or any of its Related Persons of any of its obligations under clause 12 of the Implementation Deed, that the DUI IBC, acting in good faith, and after receiving advice from its legal advisers, determines: (a) is reasonably capable of being valued and completed in a reasonable timeframe in accordance with its terms; and (b) would, if completed substantially in accordance with its terms, be more favourable to the DUI Shareholders (as a whole) than the Transaction, in each case taking into account all terms and conditions and other aspects of the Competing Proposal (including any timing considerations, any conditions precedent, the identity, reputation and financial condition of the proponent or other matters affecting the probability of the Competing Proposal being completed) and of the Transaction.
Third Party	a person other than DUI or AUI, or AUI's Associates.

Term	Meaning
Transaction	the proposed acquisition of the Scheme Shares by AUI through implementation of the Scheme in accordance with the terms of the Implementation Deed.
Unmarketable Parcel Shareholder	a Scheme Shareholder who, based on their holding of Scheme Shares would, on implementation of the Scheme, be entitled to receive less than a marketable parcel (as that term is defined in the Listing Rules) of New AUI Shares (assessed by reference to the price of AUI Shares on ASX at the close of trade on the trading day prior to the Scheme Record Date) as Scheme Consideration.
VWAP	volume weighted average price.

14.2 **Interpretation**

In this Scheme Booklet, unless expressly stated or the context otherwise appears:

(a) words and phrases have the same meaning (if any) given to them in the Corporations Act;

(b) words importing a gender include any gender;

(c) words importing the singular include the plural and vice versa;

(d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;

(e) a reference to a section or annexure is a reference to a section of and an annexure to this Scheme Booklet as relevant;

(f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;

(g) headings and bold type are for convenience only and do not affect the interpretation of this Scheme Booklet;

(h) a reference to time is a reference to time in Melbourne, Australia;

(i) a reference to writing includes facsimile transmissions; and

(j) a reference to dollars, $, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

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Annexure A

Independent Expert's Report

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The Independent Directors
Diversified United Investment Limited
Level 20
101 Collins Street
Melbourne VIC 3000

12 March 2026

Dear Directors

Part One – Independent Expert's Report

1 Introduction

On 30 January 2026, Diversified United Investment Limited (**DUI** or the **company**) announced that it had entered into a Merger Implementation Deed (**MID**) with Australian United Investment Company Limited (**AUI**) in relation to a merger between the parties by way of a scheme of arrangement (**Merger** or **Transaction**).

The Merger is to be effected by way of a scheme of arrangement pursuant to Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (the **Scheme**). If implemented, eligible holders of DUI Shares (**DUI Shareholders**) will receive AUI shares (**New AUI Shares**) based on the pre-tax net tangible asset (**NTA**) per share of DUI divided by the pre-tax NTA per share of AUI, adjusted for transaction costs (the **Exchange Ratio**), as at the date that is 5 business days before the Scheme meeting[1] (**Scheme Consideration**).[2]

DUI is an Australian Listed Investment Company (**LIC**) and is listed on the Australian Securities Exchange (**ASX**). DUI invests in a portfolio of predominantly Australian equities, with international exposures. As at 29 January 2026, the last trading day prior to the announcement of the Merger, DUI had a market capitalisation of $1,131.4 million.[3]

AUI is an Australian LIC listed on the ASX. AUI invests in Australian listed equities. As at 29 January 2026, AUI had a market capitalisation of $1,398.5 million.[4]

The implementation of the Merger will create a much larger Australian LIC, with a market capitalisation of approximately $2.5 billion.[5]

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[1] The Scheme meeting is expected to be held on 16 April 2026, with the expected calculation date for the Exchange Ratio to be 9 April 2026.
[2] Based on the pre-tax NTA per share as at 31 December 2025 for each of DUI and AUI, DUI Shareholders would receive approximately 0.4863 AUI Shares for each DUI share under the Scheme.
[3] Calculated as closing price on 29 January 2026 of $5.28 multiplied by 214,277,463 ordinary fully paid shares.
[4] Calculated as closing price on 29 January 2026 of $11.30 multiplied by 123,757,577 ordinary fully paid shares.
[5] DUI ASX announcement, "Proposed Merger with AUI". 30 January 2026.

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To assist DUI Shareholders in assessing the Scheme and informing their vote, The Independent Directors of DUI (**DUI Independent Directors**) have appointed Kroll Australia Pty Ltd (**Kroll**) to prepare an independent expert's report setting out whether, in our opinion, the Scheme is in the best interests of DUI Shareholders (other than Excluded Shareholders[6]), in the absence of a superior proposal. This report will be included in the scheme booklet (**Scheme Booklet**) issued by DUI in respect of the Scheme.

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

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

2 Scope of report

The Transaction is to be implemented by way of a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (Corporations Act) and requires approval of DUI Shareholders.

In the case of the Scheme, a statutory requirement for an independent expert's report applies because Mr Charles Goode AC is a director of DUI and AUI. It is also an obligation of the MID that DUI appoint an independent expert to prepare an independent expert's report for inclusion in the Scheme Booklet. Under the MID, the independent expert must conclude on whether the Merger is in the best interests of DUI Shareholders (other than Excluded Shareholders), in the absence of a superior proposal.

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**).

RG 111 provides for some flexibility in the basis of the assessment of fairness depending on the particular circumstances of the transaction. RG 111.31 states that, "the expert may need to assess whether a scrip takeover is in effect a merger of entities of equivalent value when control of the merged entity will be shared equally between the 'bidder' and the 'target'. In this case, the expert may be justified in using an equivalent approach to valuing the securities of the 'bidder' and the 'target'". This alternative analysis is generally referred to as a "merger of equals" analysis and typically involves comparison of the exchange ratio with the relative contributions of each set of shareholders across a range of parameters (e.g. security price, estimated fundamental value and earnings).

Further details of the relevant technical requirements, and the basis of assessment in forming our opinion including the reasons for considering the Merger a merger of equals are set out in Sections 6.1 and 6.2 of this report.

3 Opinion

3.1 Background

DUI is an Australian LIC that has been listed on the ASX since 1991. The company was founded by The Ian Potter Foundation (**IPF**), AUI, and the Myer family.[7] As at 31 December 2025, DUI had a portfolio value of approximately $1.4 billion.[8] DUI aims to deliver reliable income and long-term capital growth to shareholders through a diversified portfolio of predominantly listed Australian equities, with international equity exposures, all managed within defined risk parameters.

DUI has experienced portfolio growth over the past 35 years, as a result of the broader growth in equity markets and DUI's long term approach to portfolio management, with an average investment holding

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6 Excluded Shareholders represent AUI and Mutual Trust Pty Ltd to the extent it holds any DUI Shares on behalf of AUI.
7 DUI Website.
8 DUI Monthly NTA, 31 December 2025.

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period in excess of 10 years. DUI's investment portfolio has traditionally been managed internally by the board of directors, enabling DUI to operate at a low cost.

LICs have in recent years lost market favour, trading at persistent discounts to pre-tax NTA, impacted by a range of factors not limited to the relative underperformance of Australian LICs, and the growth and emergence of alternate products, such as managed funds and Exchange Traded Funds (**ETFs**). Arguably, newer financial products such as ETFs have had success at the expense of LICs, due to their ability to provide greater liquidity and certainty of entry and exit pricing relative to net assets.

These factors have resulted in DUI trading at a persistent discount to its pre-tax NTA in recent years, with DUI trading at an average discount of 15.1% in FY25, and 16.8% in FY26 (prior to the announcement of the Transaction) (refer to Section 7.7.2 of this report). Whilst DUI has attempted to reduce this discount via on-market share buybacks, its focus on holding long term investments has left it with limited levers to narrow the discount. Scale appears to be a clear driver for narrower discounts in the Australian LIC market, with Australian Foundation Investment Company (**AFIC**) (15.3% discount to NTA[9]), Argo Investments Ltd (**Argo**) (17.7% discount to NTA[9]) and BKI Investment Company Limited (**BKI**) (14.4% discount to NTA[9]), three of the more comparable LICs with greater scale, all trading at narrower discounts to NTA than DUI (23.8% discount to NTA[9]).

AUI is a highly comparable Australian LIC to DUI which faces similar market pressures and challenges. AUI's investment portfolio is concentrated solely in Australia, and its portfolio management style is very similar to DUI, other than for the fact that it does not hold international equities. This is evidenced by, at 30 January 2026, AUI and DUI holding 25 of the same investments, which represented approximately 72.2% of DUI's portfolio value, and 76.7% of AUI's portfolio value.[10] AUI has also struggled with a persistent trading discount to its pre-tax NTA, with AUI trading at an average discount to pre-tax NTA of 13.9% in FY25, and 14.8% in FY26 (prior to the announcement of the Transaction).[11]

AUI and DUI's relationship has been understood within the market for many years, with AUI helping to establish DUI in 1991, and the two LICs sharing many operational functions over this period. Both LICs have also largely traded in unison in recent years (refer to Section 7.7 of this report) and been impacted by similar operational and strategic challenges.

It is in this context that Kroll has assessed the Scheme.

3.2 Summary of opinion

In our opinion, the Scheme is in the best interests of, DUI Shareholders (other than Excluded Shareholders), in the absence of a superior proposal.

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

- **fair**, by comparing the implied Scheme Consideration to our adopted range of DUI pre-tax NTA per share. This assessment has been undertaken based on a 'merger of equals' analysis; and
- **reasonable**, by assessing the implications of the Transaction for the Shareholders of DUI, the alternatives to the Transaction and consequences of not approving the Transaction.

We have assessed the Scheme to be fair and reasonable. Consequently, consistent with RG 111, we have concluded that the Scheme is in the best interest of, DUI Shareholders (other than Excluded Shareholders), in the absence of a superior proposal.

As we have assessed the fairness of the Scheme on the basis of a 'merger of equals' analysis, we have assessed the value of DUI and AUI on a consistent basis (i.e. on the basis of pre-tax NTA per share). The pre-tax NTA's are set out in Section 10.2 of this report.

We consider that the pre-tax NTA represents the fair value of the underlying investment portfolio on a control basis. As the pre-tax NTA per share for DUI and AUI represent fair value, the Exchange Ratio

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9 NTA discounts have been calculated as at 9 March 2026. Refer to Appendix 3 of this report.
10 AUI and DUI hold varying percentage ownerships of the underlying 25 investments.
11 As at 9 March 2026, AUI was trading at a 22.3% discount to NTA.

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will be, by definition, fair. Notwithstanding, we have undertaken an analysis to compare DUI's pre-tax NTA as at 31 December 2025 with the implied Scheme Consideration. Based on the Exchange Ratio the range of the Scheme Consideration per share overlaps with the assessed pre-tax NTA per share and accordingly, we consider the Scheme to fair to DUI Shareholders.

In accordance with RG 111, an offer is reasonable if it is fair. As we have assessed the Scheme to be fair, it is also reasonable. Regardless of this requirement, there are a number of factors that are relevant to an assessment of the reasonableness of the Scheme, including:

- the Merged Group presents opportunity for exposure to increased dividends;
- the Merged Group presents the potential to support a narrower share price discount;
- the Merged Group is expecting to deliver a number of cost efficiencies;
- the Merged Group's enhanced scale and portfolio management flexibility;
- the change in portfolio composition, earnings prospects and dividend capacity of the Merged Group;
- alternatives to the Scheme are suboptimal; and
- no alternative bidder has emerged since the announcement of the Scheme.

Our analysis of the reasonableness of the Merger is detailed further in Section 3.5 of this report. The decision to approve the Merger is a matter for individual Shareholders, based on their views as to value, expectations about future market conditions on their particular circumstances, including investment strategy and portfolio, risk profile and tax position. If in doubt, DUI Shareholders should consult their own professional adviser regarding the action they should take in relation to the Scheme.

3.3 Assessment as to whether the Transaction should be considered a merger of equals

In forming a view as to whether the Scheme is fair, it is first necessary to consider whether it should be considered a 'merger of equals' as opposed to a 'control transaction', as this determines the approach to the basis of value when looking at the relative values of each company under the Exchange Ratio. Our assessment has looked at what factors within the Transaction support a merger of equals rather than a control transaction. Kroll notes the following factors support a merger of equals analysis:

- the Merger has been structured and announced by DUI and AUI as a merger;
- the Scheme Consideration is a full scrip offer (with no cash alternative), as opposed to a cash offer where shareholders are selling 'control' and do not retain any ongoing exposure;
- the terms of the Merger adopt an equivalent basis for the Scheme Consideration. On the basis of pre-tax NTA per share as at 31 December 2025 for each of DUI and AUI and estimated transaction costs outstanding at that date, DUI and AUI Shareholders would hold approximately 44.0%[12] and 56.0% of the Merged Group immediately upon completion of the Merger. Similarly, based on the last traded share prices as at 31 December 2025, DUI had an adjusted market capitalisation of approximately $1,076.0 million[13] and AUI had a market capitalisation of approximately $1,398.5 million (43.5% and 56.5% respectively). This proportional ownership of both these measures is within the bounds of other merger of equals transactions and suggests that there has not been a "change of control" in favour of AUI under the Merger;
- a critical issue for DUI Shareholders is whether a shareholder obtains control of the Merged Group through the Merger. In this respect, based on current shareholdings as at 9 March 2026, IPF will hold a greater percentage interest (31.6%) than which they currently hold in DUI (16.8%).

[12] Kroll notes that this calculation adjusts for the AUI Shareholding in DUI, which is effectively cancelled out as part of the Transaction.

[13] Calculated as DUI's closing share price as at 31 December 2025 ($5.39) multiplied by DUI shares not held by AUI (199.6 million). DUI shares held by AUI does not include AUI's relevant interest in 28.0 million DUI shares held under the IPF Option Agreement (refer to Section 7.6.1 of this report).

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Whilst from a DUI perspective this means that IPF will have greater influence than previously, IPF's current interest in DUI is significant. The IPF interest in the Merged Group will also still be less than 50%. and as such IPF will not have control. Having considered the relative changes in shareholding, Kroll considers that DUI Shareholders remain in a position to be able to receive a control premium for their shareholding interest noting that whilst IPF's position to block a takeover offer is enhanced it is unlikely under the existing shareholding that a takeover would have proceeded without IPF's agreement;

- Mr Charles Goode AC, who is Chairman of both DUI and AUI, is expected to continue in his role as Chairman; and
- DUI and AUI are highly complementary businesses and currently share the costs of the secretarial services and rent. Given the structure of the Merger (specifically, the all-scrip Scheme Consideration and Merger ratio), it is expected that both DUI Shareholders and AUI Shareholders will mutually benefit from the realisation of the expected synergies and that there are mutual interests in combining the companies.

3.4 Assessment of fairness

3.4.1 Approach

Typically, in a 'merger of equals' analysis, fairness is assessed by comparing the contribution of each entity with the Exchange Ratio.

We consider that pre-tax NTA represents the fair value of DUI's underlying investment portfolio on a control basis, as it reflects the market values of the investment assets before recognising the tax consequences of unrealised gains (or the benefit of carried-forward capital losses). Pre-tax NTA is, in our view, the most appropriate measure of relative value in this context because, consistent with DUI's investment strategy, its investments are typically held long term and a post-tax NTA measure may imply a crystallised tax outcome that is not reflective of the expected realisation profile.

As stated previously given that the pre-tax NTA per share represents an appropriate and comparable measure of fair value for both DUI and AUI, the Exchange Ratio will be, by definition, fair. Notwithstanding, we have undertaken an analysis to compare DUI's pre-tax NTA to the implied Scheme Consideration.

The Exchange Ratio (which determines the Scheme Consideration) is to be calculated by reference to the pre-tax NTA per share of DUI and AUI five business days prior to the Scheme meeting (which is due to be held in April 2026).[14] As that date is yet to occur, the final Exchange Ratio is not presently available for us to consider. Accordingly, our analysis is based on the most recent available pre-tax NTA information for DUI, AUI and the Merged Group, being 31 December 2025.

Kroll has also compared the calculated Exchange Ratio as at 31 December 2025 to that calculated as at 28 February 2026, being the most recent publicly available pre-tax NTA information for both DUI and AUI released prior to the Last Practicable Date. The Exchange Ratios calculated are 0.4863 and 0.4705, respectively, representing a difference of 2.7%. Given the comparability and correlation of DUI and AUI's investment portfolios, as well as movements in pre-tax NTA and share price, Kroll does not consider that the passage of time between 31 December 2025 and the expected calculation date for the Exchange Ratio (i.e. 9 April 2026) is likely to materially affect our conclusions.

We note that the pre-tax NTA values adopted for financial reporting purposes are a single point estimate, however, there is a range of possible outcomes that generally exist due to market movements and other inputs. Accordingly, Kroll has adopted a sensitivity range of +/-2.5% around the pre-tax NTA recorded in DUI and the Merged Group's pro forma balance sheets as a reasonable range of values for comparison. We consider this range is appropriate as it recognises plausible variability, and note that a

[14] The Scheme meeting is expected to be held on 16 April 2026, with the expected calculation date for the Exchange Ratio to be 9 April 2026.

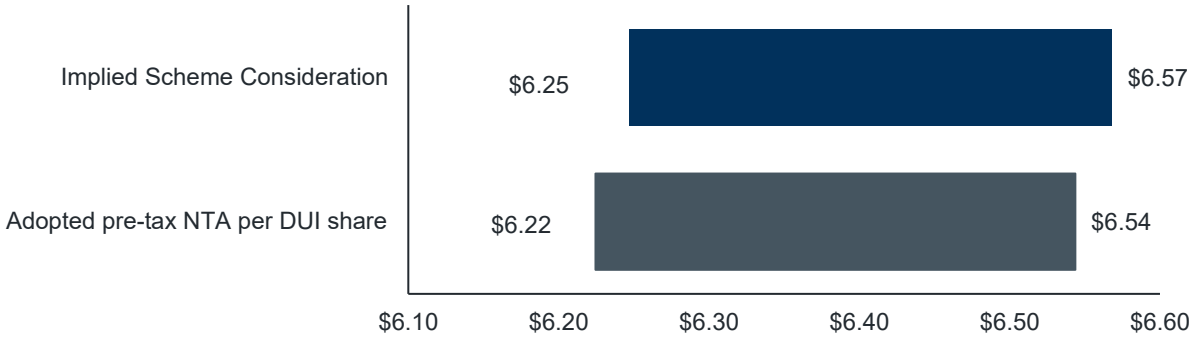
wider range would only result in greater overlap of the ranges of the pre-tax NTA per DUI Share and the implied Scheme Consideration.

3.4.2 Fairness assessment

Our assessment of fairness has been undertaken by comparing the implied Scheme Consideration to the pre-tax NTA per share of DUI as at 31 December 2025.

A comparison of the implied Scheme Consideration per share (including the impacts of transaction costs and merger adjustments) with the pre-tax NTA of DUI is presented as follows.

Fairness Assessment



Source: Kroll analysis.

Kroll considers that, under a merger of equals analysis, the Scheme should be considered fair if the proportionate ownership of the Merged Group that DUI Shareholders are receiving is greater than or falls within the range of relative contribution that DUI Shareholders are making to the Merged Group.

As the proposed proportionate ownership in the Merged Group held by DUI Shareholders following the implementation of the Scheme falls within the range of the underlying value contribution to the Merged Group, **the Scheme is fair to DUI Shareholders on a merger of equals basis.**

3.4.3 Range of Adopted Pre-Tax NTA per DUI Share as at 31 December 2025

The adopted range of values is summarised in the following table.

Range of Adopted Pre-Tax NTA per DUI Share as at 31 December 2025

	Section Reference	Low[1]	High[2]
Pre-tax NTA ($ thousands)	10.2.1	1,333,769	1,402,167
Number of shares (thousands)	7.6	214,277	214,277
Pre-tax NTA per share		**$6.22**	**$6.54**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Figures may not add due to rounding.

Under the terms of the Scheme, DUI Shareholders are entitled to receive New AUI Shares based on the Exchange Ratio. Based on our calculation of the Exchange Ratio as at 31 December 2025, this is equivalent to each DUI share being exchanged for 0.4863 New AUI Shares. As AUI's existing holding in DUI will be cancelled and further transaction costs will be incurred, it is necessary to adjust the value of the pre-tax NTA of the Merged Group and the post-Merger AUI shares outstanding in order to derive the implied Scheme Consideration.

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3.4.4 Implied Scheme Consideration as at 31 December 2025

The calculation of the implied Scheme Consideration is summarised in the following table.

Calculation of Implied Scheme Consideration as at 31 December 2025

	Section Reference	Low[1]	High[2]
Pre-tax NTA per share of Merged Group	10.2.3	$12.85	$13.51
Exchange ratio	10.2.2	0.4863	0.4863
Scheme Consideration per share		**$6.25**	**$6.57**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Figures may not add due to rounding.

Based on the Exchange Ratio of 0.4863, the Scheme Consideration for each DUI share is in the range of $6.25 to $6.57 per share. When compared with the adopted pre-tax NTA valuation range for DUI set out in Section 10.2.1, the implied Scheme Consideration range sits marginally higher.

The uplift primarily reflects the treatment of AUI's shareholding in DUI prior to the Merger. AUI records its investment in DUI at market value, which is at a discount to DUI's pre-tax NTA (refer to Section 7.7.2 of this report). Under the Merger, the Merged Group effectively acquires DUI's underlying assets at pre-tax NTA, rather than at the lower market value previously reflected in its pre-tax NTA. As a result, the Merged Group recognises an uplift in the carrying value of AUI's existing DUI holding when those shares are re-measured from market value to pre-tax NTA. This uplift results in a higher implied Scheme Consideration received by DUI Shareholders when compared with the adopted pre-tax NTA value range.

3.4.5 Cross-check

Other parameters are also useful in considering whether the proposed proportionate ownership by DUI Shareholders in the Merged Group is fair, as set out in the following table.

Relative Contribution of DUI and AUI – Other Parameters

	Section Reference	Parameter		Contribution (%)	
		DUI	AUI	DUI	AUI
Post-tax Net Assets					
Post-tax Net Assets ($ millions)[1]	7.5 / 8.5	1,032.8[2]	1,322.6	43.8%	56.2%
Market Capitalisation					
Market Capitalisation ($ millions) [1]		1,076.0[2]	1,398.5	43.5%	56.5%
Earnings					
FY24					
NPAT ($ millions)	7.4 / 8.4	33.57[2]	49.12	40.6%	59.4%
FY25					
NPAT ($ millions)	7.4 / 8.4	35.39[2]	49.87	41.5%	58.5%
1H26					
NPAT ($ millions)	7.4 / 8.4	17.89[2]	27.26	39.6%	60.4%
Share trading					
Equity Value ($ millions) (midpoint)	10.3.2	1,063.0	1,392.3	43.3%	56.7%

Source: DUI, AUI, Kroll analysis.
Notes:
1. Based on data as at 31 December 2025.
2. DUI parameters have been adjusted for AUI's 6.83% holding in DUI (exclusive of AUI's relevant interest in additional DUI shares under the IPF Option Agreement (refer to Section 7.6.1 of this report)).

In relation to the preceding relative contributions we note:

- on all of these relevant contribution metrics, it appears that AUI is contributing a greater proportion relative to the implied 31 December 2025 Exchange Ratio of 44.0%, implying that the merger ratio is fair for DUI Shareholders;
- DUI contributes a lesser proportion on a post-tax NTA basis than the implied 31 December 2025 Exchange Ratio, with 43.8% of total post tax net assets;
- on an adjusted market capitalisation basis, the relative contribution of 43.5% is favourable to DUI, which is slightly below the implied 31 December 2025 Exchange Ratio;
- DUI contributes a lower proportion of earnings, on the basis of FY24, FY25 and 1H26 NPAT. AUI's portfolio composition, with greater exposure to Australian equities with higher dividend yields, aids NPAT performance for AUI relative to DUI; and
- based on share trading, on an equity value contribution, Kroll considers DUI is contributing 43.3%, slightly less than the approximate 31 December 2025 Exchange Ratio (refer to Section 10.3.2 of this report for further detail).

3.5 The Scheme is reasonable

In accordance with RG 111, an offer is reasonable if it is fair. **As we have assessed the Scheme to be fair, it is also reasonable.** However, irrespective of the requirement to conclude the Scheme is reasonable, we have also considered a range of other factors that are relevant to an assessment of the reasonableness of the Scheme from the perspective of DUI Shareholders.

3.5.1 Opportunity for exposure to increased dividends

AUI has indicated that it intends to continue paying its current fully franked annual dividend of 37 cents per share and has also outlined plans to distribute an additional fully franked dividend of eight cents per share each year for the next four years. For DUI Shareholders who receive AUI shares through the Scheme and retain those shares, this dividend profile is expected to translate into a higher level of fully franked income compared to what they currently receive. On a DUI per existing share basis, the annual DUI dividend equivalent is estimated to increase from 16.0 cents to approximately 21.9 cents,[15] based on FY25 dividends per share and the Exchange Ratio calculated relative to 31 December 2025. This would represent an increase of 36.8% in equivalent DUI dividend per share.

3.5.2 Potential to support a narrower share price discount

The Merged Group has the potential to trade at a narrower discount to pre-tax NTA than has been reflected in DUI's share price in recent years. Larger listed investment vehicles typically benefit from improved market visibility, broader investor appeal and greater liquidity, all of which can support a tighter alignment between market price and underlying asset value. The increased scale of the Merged Group, reflected by the pro-forma Merged Group pre-tax NTA of around $2.9 billion (adjusted for AUI's existing shareholding in DUI) (refer to Section 9.3.1 of this report), together with AUI's higher and more sustainable dividend profile, may further strengthen investor demand. Importantly, AUI's shares have historically traded at a smaller discount to NTA than DUI (refer to Section 7.7.2 of this report for further detail), providing precedent for stronger market support. Collectively, these factors provide a reasonable basis to expect that the Merged Group could attract a narrower trading discount relative to DUI on a standalone basis.

3.5.3 Cost savings

The Merged Group is expected to deliver a number of cost efficiencies by removing duplicated corporate overheads incurred by both companies. These savings primarily relate to costs such as directors' fees, listed entity compliance costs, and insurance. On a combined basis, the two companies currently incur

[15] Calculated as AUI FY25 dividend per share of 45 cents, multiplied by 0.4863 (based on the Exchange Ratio as at 31 December 2025).

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approximately $3.3 million in annual operating costs. The DUI Independent Directors have assessed that integrating the operations of DUI and AUI could reasonably lead to ongoing savings of approximately 21% or $700,000 per year.[16]

3.5.4 Portfolio management flexibility

DUI and AUI have broadly similar Australian share portfolios. In addition, DUI has international investments. The Merger is expected to allow increased flexibility in managing the combined investment portfolio as a result of its increased size, and the expected overall uplift in the tax cost base of the DUI portfolio that would result from AUI and DUI forming a tax consolidated group.

3.5.5 Changes to portfolio composition, earnings prospects and dividend capacity of the Merged Group

There is a possibility that DUI's existing investment strategy, on a standalone basis, could generate higher returns over the short, medium or long term compared to the expected performance of the Merged Group. This reflects differences in portfolio composition, including DUI's current weighting to international equities, which would be reduced under the Scheme. If the Scheme proceeds, eligible Scheme Shareholders will no longer have the same level of exposure to DUI's existing portfolio, which some investors may view as unfavourable. Once the Merger is complete, decisions regarding both hedging and portfolio composition will be the responsibility of AUI.

Kroll notes that DUI's international exposure generally produces lower dividend income and franking credit capacity compared to AUI's Australian focused portfolio, which potentially reduces dividend risk for the Merged Group. AUI has indicated an intention to maintain its current dividend settings, however, these dividends are not guaranteed and remain subject to market conditions, portfolio performance, franking capacity, and AUI's capital management priorities.

3.5.6 Alternatives are suboptimal

Kroll has considered the following alternatives available in the absence of the Transaction:

- retaining the status quo, i.e. maintaining the existing structure of DUI; and
- winding up DUI, and selling all shares in the investment portfolio and returning capital to shareholders.

Outlined below is a summary of the advantages and disadvantages of the alternatives in comparison to the Merger. In weighing up the Merger, DUI Shareholders should have regard to these alternatives.

Retaining the status quo

If the existing structure of DUI were maintained, the company would continue to operate as a standalone listed investment company with no meaningful changes to its investment strategy, cost base or portfolio composition. While this approach offers continuity, it does not provide DUI Shareholders with the advantages expected under the Merger, and DUI would likely continue to trade at a discount to its NTA, consistent with its historical trading profile. As such, retaining the status quo does not enhance DUI Shareholders' position nor deliver the anticipated strategic, financial or structural benefits expected under the Merger.

Winding up DUI and selling all shares in the investment portfolio and returning capital to Shareholders

Another alternative involves winding up DUI and selling all assets in its investment portfolio, followed by returning the net proceeds to Shareholders. The realisation of the portfolio would result in investments being sold at prevailing market prices, materialising value at a point in time that may not reflect the long-term prospects of the underlying investments. In addition, a wind-up would crystallise tax at both the company level and shareholder level, meaning that DUI Shareholders would receive proceeds net of tax and would then need to reinvest at a lower effective capital base. Transaction costs,

[16] Section 4.1(c) of the Scheme Booklet.

market execution risks, and potential tax liabilities associated with large-scale asset sales would potentially further reduce the capital ultimately returned.

Shareholders would also lose ongoing exposure to a diversified investment portfolio and the long-term wealth-creation strategy inherent in DUI's operating model. For these reasons, winding up DUI is unlikely to provide an outcome superior to the Merger.

3.5.7 Likelihood of superior proposal

Since the Merger was announced on 30 January 2026, no alternative bidder has emerged. Whilst the opportunity for a superior proposal remains, currently we consider the likelihood of a superior proposal to be impacted by the following:

- AUI has entered into the IPF Option Agreement, providing AUI with the ability to acquire 13.1% of DUI Shares from IPF upon DUI receiving a Competing Proposal. The terms of the IPF Option Agreement are summarised in Section 13.3 of the Scheme Booklet;
- any alternative bidder would need to offer a price above DUI's pre-tax NTA, which already reflects the full value of the underlying investment portfolio. Given this, it is unlikely that a third party would be prepared to pay a premium to NTA, reducing the likelihood of a superior proposal emerging; and
- the MID contains customary exclusivity provisions on DUI that apply during the Exclusivity Period. In certain circumstances, DUI may be required to pay a break fee of $11.7 million to AUI. Although these provisions may be influential, we do not consider that they would prevent a superior proposal from being made.

It is open for DUI Shareholders to vote against the Scheme in the hope that the DUI Board will be able to attract a superior proposal for AUI. However, the Transaction is a consequence of a period of negotiations between the DUI Independent Directors and AUI, with the Scheme Consideration reflecting like-for-like terms based on the pre-tax NTA of both DUI and AUI. The DUI Board is supporting the Transaction in its current form (in the absence of a superior proposal). It is therefore unlikely that DUI would be able to obtain a higher offer from AUI.

3.5.8 Other considerations

In forming our opinion, we have also considered a number of other factors. Whilst we do not necessarily consider these factors to impact our assessment of the reasonableness of the Merger, we have addressed them as follows.

One-off transaction costs

If the Transaction is implemented, transaction costs will be borne by the Merged Group following implementation of the Transaction. If the Transaction is not implemented and if no Superior Proposal emerges and becomes effective, DUI expects to pay approximately $1.9 million (including GST) in transaction costs, being costs that have already been incurred or will be incurred even if the Merger is not implemented.

The Transaction is subject to the satisfaction of a number of conditions

There are a number of conditions which, if not satisfied, will result in the Merger not being implemented, including AUI shareholders approving the acquisition of Scheme Shares from IPF under the Scheme (refer to Section 13.3 and Section 13.4 of the Scheme Booklet for further detail).

If any conditions precedent prevents the Merger from being implemented, DUI Shareholders will continue to hold their existing DUI Shares. As at the date of the Scheme Booklet, the DUI Board is not aware of any reason why any condition precedent will not be satisfied or waived (if capable of waiver).

Taxation implications for DUI Shareholders

A summary of the general Australian tax consequences (including capital gains tax (**CGT**) and GST) for certain DUI Shareholders in relation to the Merger that hold their DUI Shares on capital account for Australian income tax purposes are outlined in Section 12 of the Scheme Booklet.

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The implications of the Merger for Australian tax resident DUI Shareholders are set out in Section 12 of the Scheme Booklet. Section 12.3 (f) of the Scheme Booklet notes that scrip for scrip CGT rollover relief may be available to certain Australian resident Scheme Shareholders in relation to the Scheme Consideration. If rollover relief is available, this would enable relevant Scheme Shareholders to defer any capital gain that arises on the disposal of their DUI Shares.

Section 12.4 of the Scheme Booklet considers the tax implications of the Merger for non-resident DUI Shareholders.

We note that DUI Shareholders should consider their individual taxation circumstances and review Section 12 of the Scheme Booklet for further information where it applies to their circumstances. DUI Shareholders should obtain their own independent professional advice on the tax consequences of disposing of their DUI Shares under the Merger.

3.6 Consequences if the Proposal does not proceed

In the event that the Scheme is not approved, or any conditions precent prevent the Scheme from being implemented, DUI will continue to operate in their current form. Consequently:

- DUI Shareholders will not receive the Scheme Consideration and will retain their DUI shares;
- DUI will continue to operate in its current form and remain listed on the ASX and execute on its investment strategy;
- DUI Shareholders will continue to be exposed to the risks and opportunities associated with their investment;
- DUI expects to pay transaction costs of approximately $1.9 million (including GST) in connection with the Merger; and
- in certain circumstances, DUI may be required to pay a break fee of $11.7 million to AUI.

4 Other matters

Our report has been prepared in accordance with the relevant provisions of the Corporations Act and other applicable Australian regulatory requirements and has been prepared for the sole purpose of assisting DUI Shareholders in considering whether to vote in favour of the Scheme. 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 and has been prepared without taking into consideration the individual circumstances of DUI Shareholders. This advice, therefore, does not consider the financial situation, objectives or needs of individual DUI Shareholders.

The decision of DUI Shareholders as to whether or not to vote in favour of the Scheme Resolution at the Scheme Meeting is a matter for individual DUI Shareholders who should, therefore, consider the appropriateness of our opinion to their specific circumstances. As an individual's decision to vote for or against the resolution may be influenced by their particular circumstances, we recommend that individual DUI Shareholders, including residents of foreign jurisdictions, seek their own independent professional advice.

Our opinion is based solely on information available as at the date of this report. This information, and our limitations and reliance on information section, are set out in Appendix 2. 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.

References to financial years have been abbreviated to 'FY' and references to half years have been abbreviated to 'H'. For DUI, AUI and the Merged Group, the financial year is the 12 months to 30 June and half years are the six months to 31 December. All currencies are Australian dollars unless otherwise specified.

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

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The above 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



Ian Jedlin

Authorised Representative

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Independent Expert Report
and
Financial Services Guide

In relation to the Proposed Merger of Diversified United Investment Limited with Australian United Investment Company Limited

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5 The Merger

5.1 Overview

On 30 January 2026, DUI announced that it had entered into a MID with AUI in relation to the Merger between the parties by way of a scheme of arrangement.

Under the Merger, AUI is to acquire all the shares in DUI it does not currently own, in exchange for newly issued AUI shares. The scrip consideration to be paid by AUI for each DUI share under the Scheme will be determined based on the pre-tax NTA per share of DUI divided by the pre-tax NTA per share of AUI, adjusted for transaction costs, as at the date that is 5 business days before the Scheme meeting

Based on the pre-tax NTA per share released by each of DUI and AUI to ASX on 31 December 2025, eligible DUI Shareholders would receive approximately 0.4863 AUI Shares for each DUI share under the Scheme. Based on these calculations, this would result in DUI Shareholders (excluding the Excluded Shareholders) owning approximately 44.0% of AUI following completion of the Merger.

The DUI Independent Directors have appointed an Independent Board Committee (**IBC**) comprising Mr Stephen Hiscock (lead Independent Director) as Chairman and Mr Andrew Larke to consider matters relating to the Merger. The IBC unanimously recommends that DUI Shareholders vote in favour of the Scheme in the absence of a superior proposal.

5.2 Conditions precedent

Implementation of the Scheme is subject to the satisfaction or (as applicable) waiver of conditions precedent:

- the New AUI Shares to be issued pursuant to the Scheme are approved for official quotation by ASX by 8.00am on the Second Court Date;[17]
- no restraints or other prohibitions on the Transaction;
- AUI Shareholders approving the acquisition of Scheme Shares from IPF under the Scheme at a general meeting of AUI shareholders for the purposes of Listing Rule 10.1;
- DUI Shareholders (other than Excluded Shareholders) agreeing to the Scheme at the Scheme Meeting by the requisite majorities under subparagraph 411(4)(a)(ii) of the Corporations Act;
- approval of the Court in respect of the Scheme; and
- neither DUI nor AUI being affected by a prescribed occurrence.

5.3 Exclusivity and termination provisions

The MID also includes certain exclusivity provisions that apply to both DUI and AUI including “no shop”, “no talk” (subject to fiduciary exception), a notification obligation and matching right. DUI’s fiduciary exception enables DUI, if a superior proposal arises during the Exclusivity Period,[18] to terminate the MID if certain conditions are met. Further details of the exclusivity provisions are contained in Section 12 of the MID.

DUI Shareholders should also be aware that the MID may be terminated in certain circumstances as detailed in Section 15 of the MID. In certain circumstances, a break fee and reverse break fee (in each case, $11,658,730) may also be payable in certain circumstances as detailed in the MID (refer to Section 13.4 of the Scheme Booklet).

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[17] The first day on which an application made to the Court for an order under paragraph 411(4)(b) of the Corporations Act approving the Scheme is heard or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard.

[18] Representing the period from 30 January 2026 to the earlier of i) the date of termination of this deed, ii) the End Date (9 months after 30 January 2026) or iii) the Effective Date (the date on which the Scheme becomes effective (representing the Scheme coming into effect under subsection 411(10) of the Corporations Act, of the order of the Court made under paragraph 411(4)(b) of the Corporations Act in relation to the Scheme).

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If the MID is terminated, the Merger will not proceed.

6 Scope of the report

6.1 Purpose

The Transaction is to be implemented by way of a scheme of arrangement under Part 5.1 of the Corporations Act and requires approval of DUI Shareholders. Section 412(1) of the Corporations Act requires, among other requirements, that an explanatory statement issued by a company in relation to a proposed members' scheme of arrangement includes information that is material to the making of a decision by a member as to whether or not to agree to the scheme resolution.

Schedule 8, clauses 8303 and 8306 of the Corporations Regulations 2001 (Corporations Regulations) states that a scheme company must commission an independent expert's report when:

- the other party to the scheme holds at least 30% of the voting shares of the scheme company; or
- the other party to the scheme and the scheme company have common directors.

In the case of the Scheme, a statutory requirement for an independent expert's report applies because Mr Charles Goode AC is a director of both DUI and AUI. It is also an obligation of the MID that DUI appoint an independent expert to prepare an independent expert's report for inclusion in the Scheme Booklet. Under the MID, the independent expert must conclude on whether the Merger is in the best interests of DUI Shareholders (other than Excluded Shareholders), in the absence of a superior proposal.

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 scheme of arrangement is in the best interests of the shareholders of a company.

RG 111 distinguishes between the analysis required for control transactions and other transactions. RG 111.18 states that where a scheme of arrangement is used as an alternative to a takeover bid to give effect to a control transaction, the form of analysis undertaken by the expert should be substantially the same as for a takeover bid. That form of analysis considers whether the transaction is 'fair and reasonable' and, as such, incorporates issues as to value. In relation to control transactions. RG 111.10 to 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;

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- 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 111.20 states that if an expert would conclude that a proposal was 'fair and reasonable' if it was in the form of a takeover bid, it will also be able to conclude that the scheme is 'in the best interests' of members of the company.

RG 111.21 states that if an expert would conclude that a proposal was 'not fair but reasonable' if it was in the form of a takeover bid, it is still open to the expert to also conclude that the scheme is 'in the best interests' of the members of the company.

Merger of equals analysis

RG 111 provides for some flexibility in the basis of the assessment of fairness depending on the particular circumstances of the transaction. RG 111.31 states that, "the expert may need to assess whether a scrip takeover is in effect a merger of entities of equivalent value when control of the merged entity will be shared equally between the 'bidder' and the 'target'. In this case, the expert may be justified in using an equivalent approach to valuing the securities of the 'bidder' and the 'target'". This alternative analysis is generally referred to as a "merger of equals" analysis and typically involves comparison of the exchange ratio with the relative contributions of each set of shareholders across a range of parameters (e.g. security price, estimated fundamental value and earnings).

In the case of a 'merger of equals', the merger will be in the best interests of shareholders if they are likely to be better off if the merger proceeds than if it does not. This requires consideration of the overall commercial effect of the Merger, the circumstances that have led to the proposal and the alternatives available. It is necessary to weigh up the advantages and disadvantages of the Merger and form an overall view as to whether shareholders are likely to be better off if the Merger is implemented than if it is not. If the advantages outweigh the disadvantages and shareholders are likely to be better off, then the Merger is in the best interests of shareholders.

In forming our opinion as to whether the Merger can be characterised more appropriately as a 'merger of equals', factors we have considered include:

- whether the Merger is structured as a merger of equals;
- the proportional ownership of the Merged Group (as between DUI Shareholders and AUI Shareholders) on the basis of the Merger ratio (i.e. the extent to which it suggests that there is a "change of control" in favour of either party under the Merger);
- the relative contribution of DUI Shareholders and AUI Shareholders to the Merged Group across a range of parameters (e.g. fundamental value, share market value and earnings);
- whether any shareholders will obtain a controlling stake in the Merged Group;
- the proposed board and management composition of the Merged Group;
- the nature of the underlying businesses of DUI and AUI; and
- the relative size and nature of DUI and AUI.

Assessment as to whether the Merger is a 'merger of equals'

From the perspective of DUI Shareholders, the following factors support a merger of equals analysis:

- the Merger has been structured and announced by DUI and AUI as a merger;
- the Scheme Consideration is a full scrip offer (with no cash alternative), as opposed to a cash offer where shareholders are selling 'control' and do not retain any ongoing exposure;
- the terms of the Merger adopt an equivalent basis for the Scheme Consideration. On the basis of pre-tax NTA per share as at 31 December 2025 for each of DUI and AUI and estimated transaction costs

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outstanding at that date, DUI and AUI Shareholders would hold approximately 44.0%[19] and 56.0% of the Merged Group immediately upon completion of the Merger. Similarly, based on the last traded share prices as at 31 December 2025, DUI had an adjusted market capitalisation of approximately $1,076.0 million[20] and AUI had a market capitalisation of approximately $1,398.5 million (43.5% and 56.5% respectively). This proportional ownership of both these measures is within the bounds of other merger of equals transactions and suggests that there has not been a "change of control" in favour of AUI under the Merger;

- a critical issue for DUI Shareholders is whether a shareholder obtains control of the Merged Group through the Merger. In this respect, based on current shareholdings as at 9 March 2026, IPF will hold a greater percentage interest (31.6%) than which they currently hold in DUI (16.8%). Whilst from a DUI perspective this means that IPF will have greater influence than previously, IPF's current interest in DUI is significant. The IPF interest in the Merged Group will also still be less than 50%. and as such IPF will not have control. Having considered the relative changes in shareholding, Kroll considers that DUI Shareholders remain in a position to be able to receive a control premium for their shareholding interest noting that whilst IPF's position to block a takeover offer is enhanced it is unlikely under the existing shareholding that a takeover would have proceeded without IPF's agreement;
- Mr Charles Goode AC, who is Chairman of both DUI and AUI, is expected to continue in his role as Chairman; and
- DUI and AUI are highly complementary businesses and currently share the costs of the secretarial services and rent. Given the structure of the Merger (specifically, the all-scrip Scheme Consideration and Merger ratio), it is expected that both DUI Shareholders and AUI Shareholders will mutually benefit from the realisation of the expected synergies and that there are mutual interests in combining the companies.

6.3 Transaction costs

If the Merger is completed (i.e. the Scheme is Implemented) the Merged Group is expected to incur external transaction costs of approximately $3.1 million (including GST) in relation to the Merger.

If the Merger is not completed, DUI expects to incur transaction related costs of approximately $1.9 million (including GST and disbursements). These transaction costs are primarily payable to DUI's legal and tax advisors, insurances and the independent expert.

[19] Kroll notes that this calculation adjusts for the AUI Shareholding in DUI, which is effectively cancelled out as part of the Transaction.

[20] Calculated as DUI's closing share price as at 31 December 2025 ($5.39) multiplied by DUI shares not held by AUI (199.6 million). DUI shares held by AUI does not include AUI's relevant interest in 28.0 million DUI shares held under the IPF Option Agreement (refer to Section 7.6.1 of this report).

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7 Profile of DUI

7.1 Background

DUI is an Australian LIC that has been listed on the ASX since 1991 (ASX: DUI).[21] The company was founded by The Ian Potter Foundation, AUI, and the Myer family.[22] The Ian Potter Foundation, prior to the announcement of the Transaction, remains a significant shareholder (refer to Section 7.6 of this report).

As at 31 December 2025, DUI had a portfolio value of approximately $1.40 billion[23].

7.2 Strategy

DUI aims to deliver reliable income and long-term capital growth to shareholders through a diversified portfolio of listed equities, managed within defined risk parameters. The medium to long term investment approach is primarily focused on Australian equities, with additional exposures to listed property trusts and international equities. The portfolio may also include interest-bearing securities, convertible notes, and managed funds.[24]

7.2.1 Investment process

DUI employ a disciplined investment process supported by the collective experience of its DUI board of Directors (**DUI Board**). The DUI Board usually meet eleven times a year to discuss amongst other matters, management of the investment portfolio.[25]

Investment objectives

DUI's investment objectives are outlined as follows:

- to create and maintain a diversified portfolio of quality Australian companies, primarily through shares listed on the ASX and an investment in international markets;
- to maintain an investment policy which is based on a medium to long term view of providing income and capital appreciation;
- to review the portfolio with a view to monitoring and reducing risks and identifying market opportunities; and
- to provide dividend income to shareholders which is sustainable over the long-term, being aware of the benefits of franking credits.

Investee company engagement

The DUI Board maintains regular engagement with investee companies, primarily through direct meetings with company management and representatives. These interactions provide a forum for discussing performance, governance matters, and other relevant matters. During FY25, DUI held 36 meetings with management or representatives of investee companies.

Australian portfolio criteria

In determining DUI's Australian investment portfolio allocations, DUI Board consider a range of qualitative and quantitative criteria when assessing Australian equity investment opportunities. These include industry outlook, management capability, the company's market potential, earnings per share (**EPS**) growth potential, dividend yield and franking credit availability, balance sheet strength and relevant Environmental, Social and Governance (**ESG**) considerations.[26, 27]

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21 DUI FY25 Annual Report.
22 DUI Website.
23 DUI Monthly NTA, 31 December 2025.
24 DUI FY25 Annual Report.
25 DUI FY25 Annual Report.
26 DUI Website.
27 DUI FY25 Annual Report.

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International Investment Policy

Under DUI's international investment policy, DUI invests in international managed funds generally representing 15% to 25% of the total portfolio. DUI's base policy position is to have an unhedged foreign currency exposure. However, currency hedging can be undertaken in normal circumstances for up to a maximum of 50% of the exposure, with the possibility of higher hedging levels where strong views are held. The allocation of the international portfolio is broadly targeted across developed countries (50% to 65% of international portfolio value) with reduced exposures to developing countries (up to 25% of international portfolio value). The international portfolio also seeks to target specific industries not easily accessible in Australia (20% to 35% of international portfolio value). International investments are monitored in line with DUI's overall portfolio at regular DUI board meetings.

7.3 Operations

7.3.1 Overview

As outlined in Section 7.2 of this report, DUI's principal activity is to pursue a medium to long-term investment strategy predominantly focused on Australian equities, alongside exposures to listed property trusts and to international equities through ETFs and unlisted managed funds. The DUI Board have sought to create a diversified portfolio of investments with the objective of obtaining current income and longer-term capital gain with an acceptable level of risk. DUI's internally managed structure has allowed it to maintain low costs and a low MER, with no performance fees, as directors are compensated through board fees for their investment portfolio management work.

Share buy-back history

In line with the limits prescribed under the Corporations Act, DUI has the capacity to repurchase up to 10% of its issued capital within any twelve-month period. DUI first announced its intention to undertake an on-market share buy-back program on 15 May 2012, however the first on market share buyback did not occur until FY24. We note the following in relation to the company's recent buy-back activity:

- prior to the commencement of FY22 and FY23, DUI announced its intention to undertake buy-backs of 10 million and 21 million shares respectively. However, no repurchases were undertaken in either period;
- during FY24, DUI repurchased and cancelled 2.3 million shares at a total cost of $11.5 million;
- during FY25, DUI repurchased and cancelled 1.3 million shares at a total cost of $6.6 million; and
- the company announced a new on-market buy-back program for FY26, commencing in October 2025 and expected to run until May 2026, with plans to repurchase more than 4 million shares.[28, 29]

7.3.2 Investment portfolio

DUI's investment portfolio reflects a long-term investment approach, with an average holding period of approximately 15 years and 73% of the portfolio held for more than 10 years. As at 30 June 2025, DUI's Australian equities portfolio comprised 28 companies, with 76.7% invested in ASX 20 constituents, 17.0% in companies ranked ASX 21–50, and 7.0% in companies ranked ASX 51–100.

International equities represented 20.4% of the portfolio as at 30 June 2025, and are held through six exchange-traded index funds and one unlisted managed fund. Cash and short-term receivables accounted for 2.5% of the portfolio's market value as at 30 June 2025. Foreign currency exposure is currently unhedged.

[28] DUI ASX Appendix 3C, 15 May 2025.
[29] DUI ASX Appendix 3E Daily share buy-back notice, 2 December 2025.

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DUI's top 10 holdings as at 31 December 2025 are as follows:

DUI's portfolio composition as at 31 December 2025

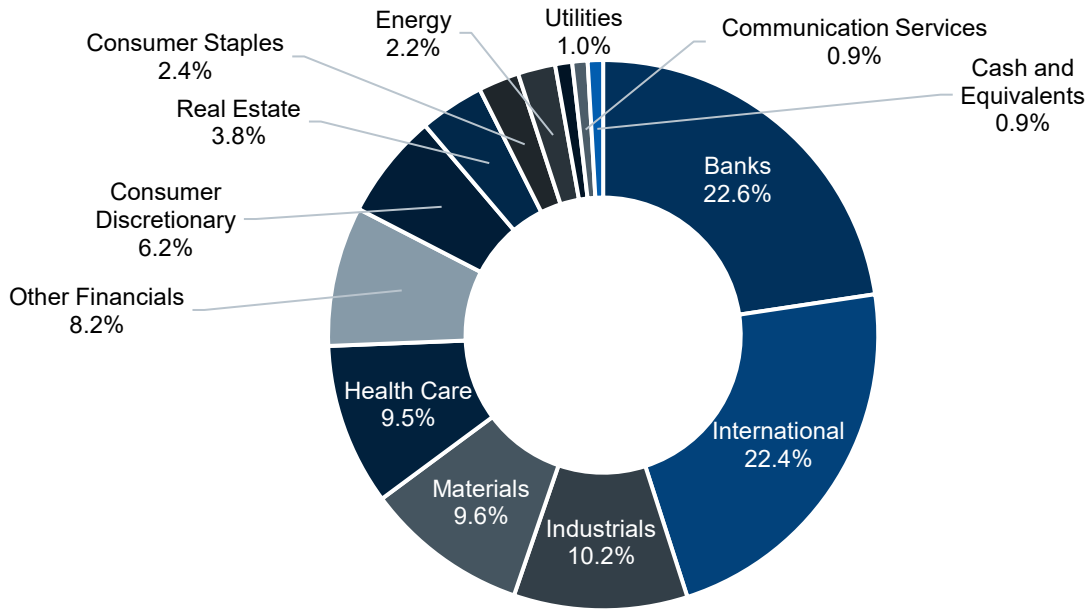
Investment	Market Value ($m)	% total
Commonwealth Bank of Australia Ltd	144.5	10.3%
CSL Ltd	97.5	7.0%
Transurban Group	88.8	6.3%
ANZ Group Holdings Ltd	78.1	5.6%
Vanguard Information Tech ETF	76.0	5.4%
Rio Tinto Ltd	73.4	5.2%
Vanguard US Total Market ETF	73.1	5.2%
Westpac Banking Corporation	61.8	4.4%
BHP Group Ltd	61.2	4.4%
Vanguard All World Ex-US Index ETF	56.3	4.0%
Total top 10 investments	**810.7**	**57.9%**
Other listed equities	577.30	41.2%
Total listed equities	**1,388.00**	**99.1%**
Total cash and equivalent and income receivables	13.00	0.9%
Total portfolio	**1,401.00**	**100.0%**

Source: DUI Monthly NTA 31 December 2025.

As shown in the table, DUI have substantial positions in Commonwealth Bank of Australia (**CBA**) of 10.3%, CSL Ltd (**CSL**) (7.0%), and Transurban Group (**Transurban**) (6.3%), reflecting the company's focus on high-quality investments across the financials, healthcare, and infrastructure sectors.

A breakdown of the composition of DUI's investment portfolio by GICS section classification as at 31 December 2025 is set out below:

DUI's portfolio composition by GICS sector as at 31 December 2025



Source: Monthly NTA, 31 December 2025.

The portfolio is primarily concentrated in financials, materials and consumer sectors, with banks comprising the largest allocation at 22.6%. CBA is DUI's single largest holding in 2025, representing 45.7% of the banking sectors portfolio composition (up from 48.8% in 2024). International equities account for a further 22.4%, while industrials (10.2%), materials (9.6%) and health care (9.5%) represent the next largest sector exposures, providing diversification across both defensive and cyclical businesses.

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7.3.3 DUI investment portfolio performance

Investment performance

As at 30 June 2025, DUI's NTA and share price performance in recent years (assuming all dividends paid by the company were re-invested in its shares) are as follows:

DUI's Investment Returns

	1 year	3 year	5 year	10 year
DUI Pre-tax NTA backing rise p.a.	12.7%	12.0%	10.8%	9.2%
DUI share price rise p.a.	7.7%	8.7%	8.3%	8.1%
S&P/ASX200 rise index p.a.	13.8%	13.6%	11.8%	8.9%

Source: DUI FY25 Annual Report.

Key DUI investment portfolio time series statistics are shown in the following table.

DUI's Portfolio Time Series Statistics

	As at 30 June					As at 31 December
	2021	2022	2023	2024	2025	2025
Portfolio value ($m)	1,257.3	1,209.7	1,262.9	1,337.5	1,381.0	1,401.0
Value change (%)	23.6%	(3.8%)	4.4%	5.9%	3.3%	1.4%
Number of holdings	50.0	46.0	39.0	38.0	35.0	n.a.
Average holding size ($m)	24.4	25.9	32.1	34.9	38.5	n.a.

Source: DUI Annual Reports.
Note 1: n.a. indicates not applicable, as DUI does not disclose these metrics in their half-year results.

Between 30 June 2021 and 31 December 2025, DUI's portfolio grew at a compound annual growth rate (**CAGR**) of 2.4% from FY21 to 1H26. The portfolio also grew in concentration, with the number of holdings declining from 50 holdings in 2021 to 35 holdings in 2025. We note the following on DUI's investment portfolio;

- in FY21, the portfolio increased in value by 23.6%, driven by bullish equity markets during the COVID-19 period and strong performance across the banks and other financial sectors;
- in FY22, the portfolio value declined by 3.8% as the Reserve Bank of Australia's (**RBA**) decision to lift the cash rate from May to June 2022 from 0.10% to 0.85%, respectively, following COVID-19, had negative implications on Australian equity markets;
- in FY23, the portfolio value grew by 4.4% amid elevated inflationary conditions following a period of COVID-19 policy stimulus. Rising CPI prompted the RBA to maintain a restrictive monetary policy stance, increasing the cash rate through the financial year, from 1.35% in July 2022 to 4.10% in June 2023;
- DUI's portfolio grew 5.9% in FY24 largely driven by strong contributions from DUI's holdings in Consumer companies, especially Aristocrat Leisure Ltd (**Aristocrat**) and Wesfarmers Ltd (**Wesfarmers**), and banks;
- growth in FY25 was more moderate at 3.3%. Gains were seen across DUI's financial services and banking exposures. In particular, holdings in Westpac Banking Corporation (**Westpac**) and National Australia Bank Limited (**NAB**) contributed positively, while CBA was a standout performer. FY25 performance was held back by overweight holdings in CSL, Rio Tinto Ltd (**Rio Tinto**) and Woodside Energy Group Ltd (**Woodside**); and
- DUI portfolio growth in 1H26 was subdued at 1.4%, assisted by overweight allocations to Rio Tinto and ANZ, offset by weaker performance in CSL and Computershare Ltd.

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7.3.4 LIC industry trends

In recent years, most LIC share prices have traded at persistent discounts to pre-tax NTA, generally in the order of between 5% to 20%. Commentary suggests these discounts are primarily attributable to sector-wide structural factors rather than company-specific issues. Factors impacting the discounts to NTA are generally considered to include the sustained growth of ETFs, which offer investors daily liquidity and pricing at or near NTA, as well as a shift in investor preferences toward vehicles providing greater capital flexibility.[30] In addition, large market capitalisation Australian LICs (which includes AFIC, Argo and MFF Capital Investments) have, at times, underperformed benchmark indices in stronger equity market conditions, potentially contributing to reduced relative investor demand for this structure.

LICs characteristics which typically include conservative portfolio construction, long operating histories, and an emphasis on fully franked income have historically appealed to income-oriented and long-term investors but have performed less favourably during periods of strong equity market performance when growth oriented strategies dominate returns.

Accordingly, discounts to NTA are likely to be more indicative of prevailing market sentiment toward the LIC structure rather than any deterioration in portfolio quality, governance, or long-term investment approach.[31] A discount to NTA enables exposure to the underlying portfolio at a price below stated asset value, which may enhance effective income yields for long-term investors where dividends are maintained. However, it is also means that investors carry risk as to the level of discount available when seeking to exit their investment. Further, it impacts the ability of these funds to raise capital. LIC discounts may persist for prolonged periods due to the closed-end structure[32], the absence of a formal arbitrage mechanism, and limited capital management initiatives to address market pricing.

The LIC sector has experienced declines in recent years through a mix of mergers, restructures, delistings and board-led wind-ups, driven by shareholder activism and persistent discounts to NTA. The number of LICs has fallen from 115 in 2019 to around 85 in 2024, even as total market capitalisation has held steady, an indication that vehicles are being consolidated rather than value leaving the sector.[33] Recent activity includes WAM Leaders Limited's scheme with QV Equities Ltd, as well as multiple delistings by Magellan, Bennelong and Partners Group. This has demonstrated that transactions and restructuring are increasingly being used to seek to reduce persistent NTA discounts and to reposition LICs toward larger and more competitive structures.[34]

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30 Morningstar, Are LICs licked? 18 September 2025.
31 Australian Financial Review. An endless demand for ETFs is killing the century-old LIC. 27 January 2026.
32 Closed-ended means that LICs do not issue new shares, or cancel existing shares, as investors enter or exit. LICs issue a fixed number of shares which are traded on an exchange, such as the ASX.
33 Flagship, The Changing Landscape of the LIC Industry in Australia, 18 November 2025.
34 Morningstar, Why LICs may be close to bottoming, 18 November 2025.

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7.4 Financial performance

7.4.1 Historical financial performance

The following table summarises the financial performance of DUI for FY23, FY24, FY25 and 1H26.

DUI Financial Performance ($ thousands)

	FY23 Audited	FY24 Audited	FY25 Audited	1H26 Reviewed
Revenue from investment portfolio	51,095	46,518	43,706	21,439
Fair value movements on unlisted investments	1,927	(17)	3,005	2,227
Total investment income	**53,022**	**46,501**	**46,711**	**23,666**
Administration and other expenses	(1,588)	(1,595)	(1,606)	(815)
Finance expenses	(5,582)	(5,174)	(1,463)	(190)
Profit before tax	**45,852**	**39,732**	**43,642**	**22,661**
Income tax expense	(3,014)	(3,699)	(5,652)	(3,461)
Profit after tax	**42,838**	**36,033**	**37,990**	**19,200**
Performance Statistics				
Management expense ratio (MER)	*0.12%*	*0.12%*	*0.12%*	*0.12%*
Earnings per share[1] (cents)	*19.8*	*16.6*	*17.6*	*8.9*
Dividend per share fully franked (cents)	*16.0*	*16.0*	*16.0*	*9.0*

Source: DUI Annual and Half Yearly Reports, Kroll analysis.
Notes:
1. Earnings per share is calculated as profit after tax divided by weighted average number of ordinary shares.
2. Figures may not add due to rounding.

In relation to DUI's financial performance, we note the following:

- DUI operates as a long-term investment company, and its revenue base is largely derived from local and foreign dividends, interest income and trust distributions. These revenue streams reflect broader macroeconomic factors and the operating performance of companies within the underlying portfolio. Dividends and trust distributions have consistently represented the predominant source of income, accounting for approximately 99% of total portfolio revenue in FY23, FY24 and FY25, and 98% in 1H26. A breakdown in the underlying holdings of the portfolio can be found in Section 7.3.2 of this report;
- in accordance with Australian Accounting Standards, unrealised fair value movements on equity investments, together with associated tax effects, are recognised through other comprehensive income and accumulated in the revaluation reserve. These revaluations do not impact reported profit after tax or earnings per share. DUI's fair value movements relate to other investment categories, such as unlisted managed funds, are not eligible for recognition through other comprehensive income and are therefore recorded directly in the income statement. As a result, statutory profit can exhibit variability. Over FY25 and 1H26, this impact has been favourable, with fair value gains of $3.0 million in FY25 and $2.2 million in 1H26;
- administration and other operating expenses have remained stable over FY23 to FY25 at $1.6 million and track consistently on a 1H26 annualised basis. This reflects the relatively fixed-cost nature of managing a long-term investment portfolio and reflects the unchanged management expense ratio (**MER**) of 0.12% funds under management since FY23. Management expenses include salaries and wages and other administrative expenses;
- finance expenses were $5.6 million in FY23 and $5.2 million in FY24, before decreasing significantly to $1.5 million in FY25 following the repayment of all external borrowings. During 1H26, DUI drew on the external borrowings, resulting in $0.2 million of finance expenses. Further information on borrowings can be found in Section 7.5.1 of this report; and

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- income tax expense can vary year to year based on the amount of franked dividends received during the period. A reconciliation between profit and income tax expense is summarised in the table below:

DUI Reconciliation between Profit and Income Tax Expense ($ thousands)

	FY23 Audited	FY24 Audited	FY25 Audited
Profit before tax	45,852	39,732	43,642
Prima facie income tax expense at 30%	(13,756)	(11,920)	(13,092)
Adjustments			
Franking credits gross up on dividends received	(4,507)	(3,651)	(3,289)
Franking credits on dividends received	15,022	12,170	10,964
Other	58	(302)	(279)
Over provision of prior year income tax expense	169	4	44
Income tax expense	**(3,014)**	**(3,699)**	**(5,652)**

Source: DUI Annual Reports, Kroll analysis.
Notes:
1. Figures may not add due to rounding.
2. 1H26 is not shown as DUI does not disclose these metrics at half yearly presentations.

- DUI's earnings per share and dividends per share are set out as follows:

DUI Earnings per share and Dividends (cents)

	FY23 Audited	FY24 Audited	FY25 Audited	1H26 Reviewed
Weighted average number of ordinary shares (thousands)	216,156	217,286	215,578	214,277
Earnings per share (cents)	19.8	16.6	17.6	8.9
Dividend per share fully franked (cents)	16.0	16.0	16.0	9.0

Source: DUI Annual and Half Yearly Reports; Kroll analysis.

- DUI's dividend payouts have remained consistent over FY23 to FY25, maintaining a total annual dividend of 16.0 cents per share; and
- dividend payments made during 1H26 have remained in line with the current dividend policy. Further commentary on the dividend policy for future periods can be found in Section 7.4.2 of this report.

7.4.2 Outlook

In its 1H26 results released on 20 February 2026, DUI's Chairman provided the following outlook:

- DUI sees the Australian economy having modest growth this year with longer term problems arising from poor productivity, growing government deficits, and average political leadership. With Australian inflation remaining above the Reserve Bank's ideal range, the likelihood of interest rate cuts in the near term has disappeared and many participants now expect the RBA to make further interest rate increases in 2026;
- internationally, DUI notes that major powers remain focused on geographical spheres of influence and tensions between major powers being played out in trade rather than wars. While this alternative is welcome, it is nevertheless disturbing to financial markets;
- overall, market conditions reflect a balance between 'caution' on one hand and 'resilience and liquidity' on the other;
- DUI remains invested in a diversified portfolio of thirty leading Australian companies, complemented by exposure to eight internationally managed funds representing approximately 22% of the portfolio; and
- DUI expects to maintain its fully-franked annual dividend of 16 cents per share.

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As far as Kroll is aware no other guidance has been provided, and no traditional broker coverage has been identified.

7.5 Financial position

The following table summarises the financial position of DUI as at 30 June 2025 and 31 December 2025.

DUI Financial Position ($ thousands)

	30 June 2025 Audited	31 December 2025 Reviewed
Investment portfolio	1,346,197	1,387,828
Cash and cash equivalents	27,412	8,126
Receivables and other assets	7,435	4,767
Total assets	**1,381,044**	**1,400,721**
Borrowings - interest bearing	-	(30,112)
Current tax payable	(2,694)	(2,308)
Payables	(176)	(333)
NTA[1] pre-tax	**1,378,174**	**1,367,968**
Net deferred tax liability	(261,043)	(259,422)
NTA post-tax	**1,117,131**	**1,108,546**
Statistics		
Weighted average number of ordinary shares (thousands)	*215,578*	*214,277*
NTA pre-tax per share[2] ($)	*6.40*	*6.38*
NTA post-tax per share[3] ($)	*5.19*	*5.17*

Source: DUI Annual and Half Yearly Reports, Kroll analysis.
Notes:
1. NTA is Net Tangible Assets.
2. NTA pre-tax per share is calculated as NTA-pre tax divided by number of shares on issue.
3. NTA post-tax per share is calculated as NTA-post tax divided by number of shares on issue.
4. Figures may not add due to rounding.

In relation to the financial position of DUI as at 31 December 2025, we note:

- the investment portfolio was $1,387.8 million as at 31 December 2025 and is comprised of a mix of listed Australian and international equities and other investments. A breakdown of the investment portfolio and investment performance can be found in Section 7.3.2 and 7.3.3 of this report;
- cash and cash equivalents have decreased from $27.4 million as at 30 June 2025 to $8.1 million as at 31 December 2025, largely as a result of dividends paid to DUI shareholders, listed equity purchases and share buy-backs over the last six months;
- receivables and other assets were $4.8 million as at 31 December 2025. This is comprised predominantly of $3.2 million of trust distributions and $1.3 million of dividends declared but not received at the end of the reporting period. The movement in these accounts from 30 June 2025 to 31 December 2025 is primarily related to timing differences in the declaration and receipt of trust and dividend distributions, as distributions recognised at year end in FY25 did not align with those falling due during 1H26. These timing effects are typical given the differing reporting periods and distribution schedules of the underlying investments;
- all borrowings were repaid as at 30 June 2025, however, were subsequently drawn to $30.1 million as at 31 December 2025. The borrowings were drawn in the six months ending 31 December 2025 and used, in combination with cash and income generated from the investment portfolio, to fund listed investment purchases. Refer to Section 7.5.1 of this report for additional information on borrowings;
- current tax payable and payables have remained relatively consistent between 30 June 2025 and 31 December 2026;

- NTA pre-tax has decreased 0.7% to $1,108.5 million as at 31 December 2025;
- as at 31 December 2025, DUI has a net deferred tax liability of $259.4 million, which is summarised in the following table:

DUI Net Deferred Tax Liability ($ millions)

	FY25 30 June 2025	1H26 31 December 2025
Provision for tax on net unrealised gains on investments	260,485	259,096
Tax benefit of capital losses carried forward	-	-
Other	558	326
Net deferred tax liability	**261,043**	**259,422**

Source: DUI Annual and Half Yearly Reports, Kroll analysis.

- DUI's deferred tax liability position is primarily due to the unrealised gains on its investments. This deferred tax liability position is the expected tax to be paid on disposal of equity securities in the investment portfolio.

7.5.1 Borrowings

As at 31 December 2025, DUI borrowings included $30.0 million drawn from its bank facility and $0.1 million of capitalised interest. The following table summarises the current financing arrangements of DUI as at 31 December 2025.

DUI Borrowings ($ thousands)

Type	Maturity Date	Facility Limit	Drawn	Undrawn
NAB secured bank loan	31 May 2026	100,000	(30,000)	70,000
Borrowing costs		-	-	-
Total borrowings		**100,000**	**(30,000)**	**70,000**

Source: DUI Half Yearly Report, Kroll analysis.

DUI's borrowings are comprised of a single secured bank loan from NAB, with a facility limit of $100.0 million and a floating rate. This loan will be repayable on 30 November 2026 unless renewed earlier. The company does not have a strict gearing policy and maintains a minimal amount of borrowings relative to the value of the investment portfolio.

The agreement relating to this loan contains a covenant that states the market value of the shares provided as security to NAB is to be maintained at a minimum of 110% of the drawn amount. Any drawn amount will become payable if these covenants are not met and where any shortfall is not rectified the next business day.

7.6 Capital structure and ownership

As at the Last Practicable Date, DUI had the following securities on issue:

- 214,277,463 fully paid ordinary shares.

7.6.1 Ordinary shareholders

As at 21 August 2025, DUI had 6,599 registered shareholders with the top 20 largest shareholders accounting for 49.0% of DUI shares. These comprised institutional investors, strategic investors, custodians and nominees, individuals as well as other investors. DUI has three substantial institutional shareholders with retail investors (investors holding less than 10,000 shares) accounting for approximately 61.0% of shareholders and 6.6% of shares on issue.

The substantial shareholders of DUI as at the Last Practicable Date are:

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DUI substantial shareholders as at the Last Practicable Date

Substantial Shareholder	Number of Shares	Percentage
AUI (including the IPF Option Agreement)[1]	42,641,215	19.9%
IPF[2]	35,987,187	16.8%
AUI (excluding the IPF Option Agreement)[3]	14,644,155	6.8%
AFIC	12,030,202	5.6%

Source: DUI.
Notes:
1. AUI acquired a Relevant Interest in 27,997,060 DUI shares held by IPF as a result of entry into the IPF Option Agreement (refer to Section 13.3 of DUI Scheme Booklet).
2. IPF interest shown includes shares held by the George Alexander Foundation.
3. AUI interest shown on an ex-IPF Option Agreement interest basis.

7.7 Share price performance

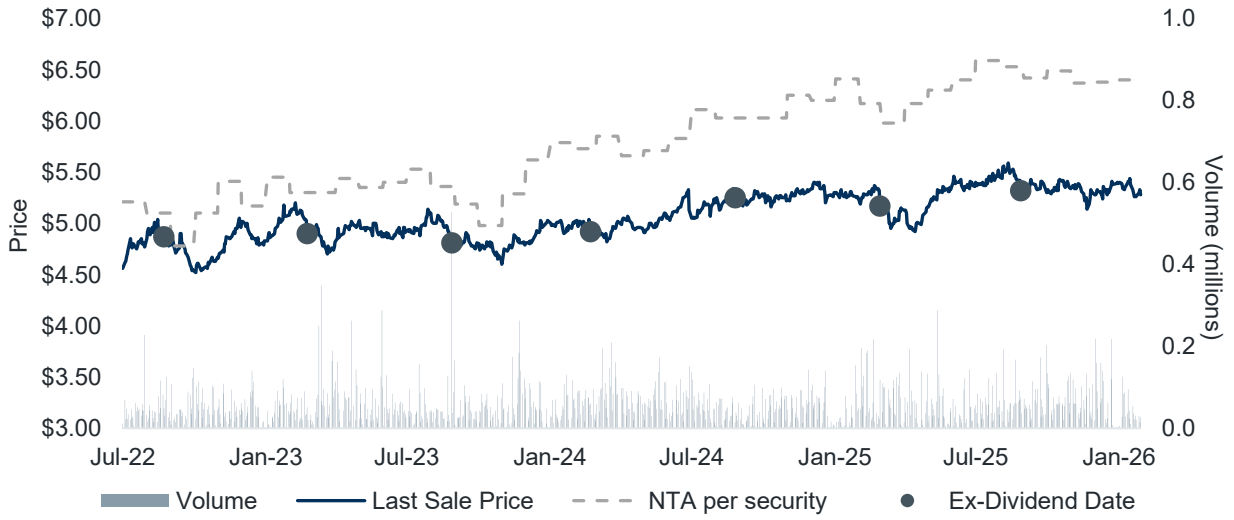
In assessing DUI's share price performance, we have:

- analysed DUI's price and volume performance as well as the share price relative to the NTA per share from 1 July 2022 to 29 January 2026;
- compared DUI's and AUI's relative share price movement to the ASX 200 index;
- analysed and compared the evolution of premiums/discounts to NTA for DUI and AUI from 1 July 2022 until 29 January 2026; and
- assessed the VWAP and trading liquidity of DUI Shares for the 12-month period ended 29 January 2026.

7.7.1 Recent share market trading

The trading price, volume and NTA per DUI Share from 1 July 2022 to 29 January 2026 is set out as follows.

DUI Trading Price, Volume and NTA per Share from 1 July 2022 to 29 January 2026



Source: S&P Capital IQ, Kroll analysis.

DUI's muted share price growth over this period largely reflects the widening of its discount relative to NTA over the period, which has increased from approximately 12.5% in July 2022 to 17.5% in January 2026. Key drivers of this widening discount include reduced investor demand for LICs as well as DUI's slight underperformance relative to the broader market over the past 5 years (refer to Section 7.3.3 of this report for specific investment performance analysis).

From 1 July 2022 to the end of 2022, DUI's share price experienced notable volatility relative to reported NTA as global monetary policy tightened aggressively in response to persistent inflation. Rising bond yields triggered a broad repricing of risk assets and materially increased the relative attractiveness of cash and fixed-income alternatives, directly competing with equity income strategies such as LICs. As discount rates rose and risk-free yields reset higher, investor appetite for listed, income-focused vehicles weakened, particularly during periods of heightened volatility. As a result, DUI's share price fluctuated between approximately $4.50 and $5.10 and other than a brief period traded at a discount to reported NTA.

Rising discount rates reduced demand for yield-oriented strategies and depressed the market value of interest rate sensitive assets, while equity markets experienced broad valuation compression. In this environment, DUI's share price adjusted more quickly than its monthly calculated NTA. This timing mismatch, together with weak sentiment toward LIC structures, growing competition from low-cost ETFs and rising cash yields, meant DUI traded below NTA other than for a brief period in September 2022 where DUI shares traded at a premium to NTA, peaking at around 2.5% on 14 September 2022.

From 1 January 2023 to 31 December 2023, global markets moved from acute tightening into a reassessment phase as inflation moderated and central banks signalled a slower pace of rate increases. This supported a partial recovery in risk assets and improved sentiment toward income-focused vehicles, although volatility persisted as investors weighed slowing growth against relatively restrictive policy settings. Over the year, DUI's share price was more stable than in 2022, trading in a range of approximately $4.60 to $5.20 and intermittently narrowing its discount to published NTA.

Movements in the Australian banking sector were a key influence given the portfolio's meaningful exposure to CBA and the appeal of fully franked income. Periods of bank outperformance, driven by resilient earnings, conservative provisioning and confidence in dividend sustainability, generally coincided with stronger demand for DUI and a narrower discount.

From 1 January 2024 to 31 December 2024, global markets transitioned toward a disinflationary backdrop as inflation eased and central banks began signalling the timing of prospective rate cuts. This supported a more constructive environment for equities and income-oriented strategies, though volatility persisted around macro data and geopolitical risks.

From 1 January 2025 to 29 January 2026, markets progressed further along the easing cycle as central banks moved toward rate cuts and forward guidance became more dovish. This environment supported asset re-rating across equities and income strategies and helped lift asset values and realised gains across DUI's portfolio. DUI's performance was more muted, with continued confidence in bank dividend sustainability supporting demand for DUI, offset by negative market sentiment towards CSL.

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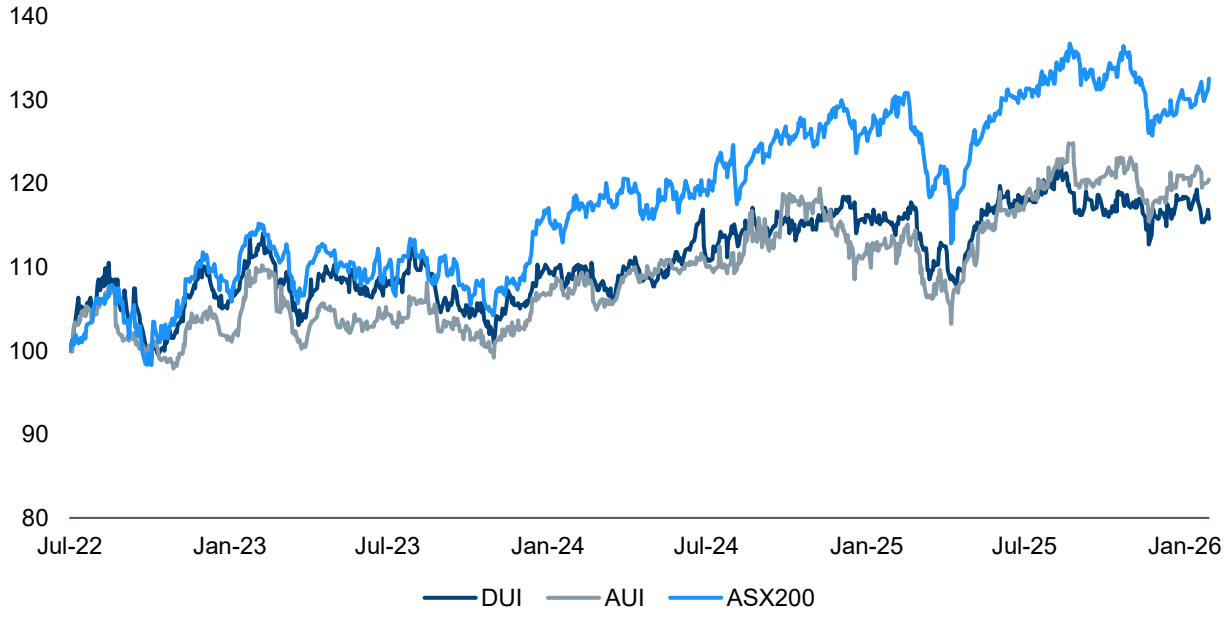
7.7.2 Relative share price performance

The following chart sets out the relative performance of DUI relative to AUI and the ASX 200 over the period from 1 July 2022 to 29 January 2025.

DUI and AUI Share Price Performance relative to ASX 200



Source: S&P Capital IQ, Kroll analysis.

Overall, the share prices of both DUI and AUI underperformed the ASX 200 over the period, reflecting in part a combination of LIC-specific headwinds and broader market dynamics. Rising real yields and the reallocation of investor cash into fixed income assets reduced demand for LICs relative to the broader equity market, while persistent flows into ETFs and passive products compressed the pool of buyers for close-end vehicles such as DUI and AUI.

Beyond macro conditions, the underlying portfolio exposures of DUI and AUI also contributed to their relative underperformance. Both vehicles maintain a long-standing bias toward high-quality, dividend-paying industrials and major financials, which lagged the more growth-oriented segments of the ASX 200 during the period. The benchmark's performance was increasingly driven by large-cap resources and technology names, areas where DUI and AUI have comparatively modest allocations. This style tilt, while consistent with their mandates, meant they captured less of the benchmark's upside during periods of risk-on sentiment.

The share price underperformance was further amplified by widening discounts to NTA, a common feature among LICs during periods of rising yields and subdued retail sentiment. As investors favoured liquid, low-cost ETF structures, traditional LICs struggled to attract incremental demand, leading to persistent discounts despite relatively stable underlying portfolio performance. For DUI and AUI, this discount behaviour acted as an additional drag on share-price returns, reinforcing the divergence from the ASX 200 and highlighting the structural challenges facing income-focused closed-end vehicles in the current market environment.

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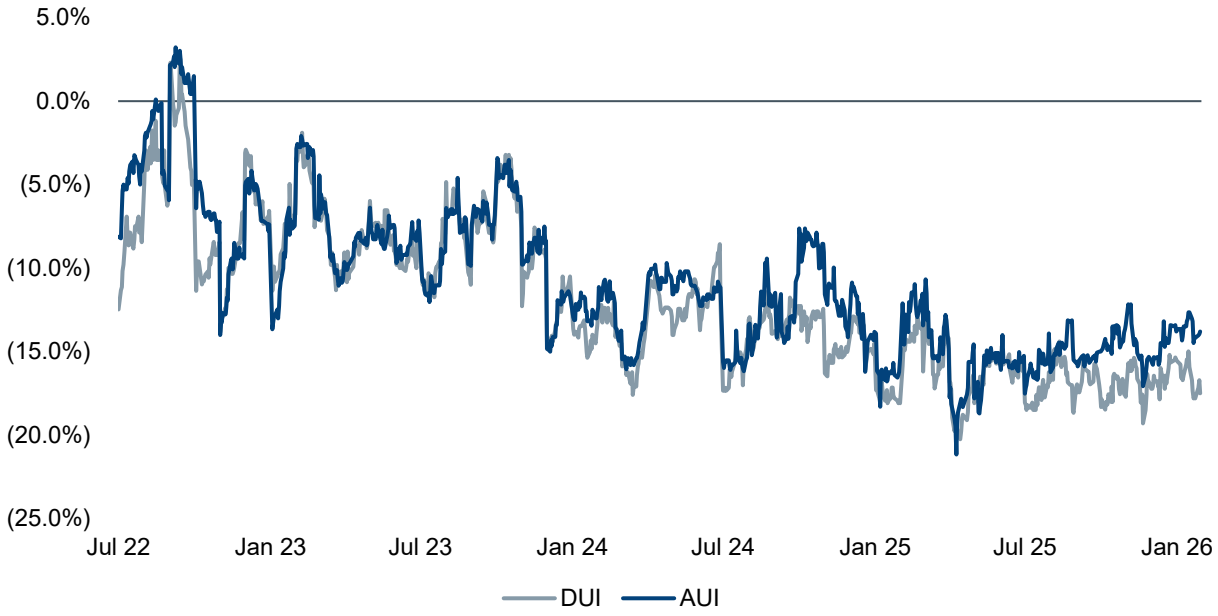
Price to pre-tax NTA for DUI and AUI



Source: S&P Capital IQ and Kroll analysis.

Throughout the period from July 2022 to January 2026, DUI and AUI traded at material discounts to published NTA for the majority of the period, with both briefly trading at a premium in September 2022. Given the strong overlay of their underlying portfolios, the two vehicles generally tracked each other closely in terms of trading dynamics and discount behaviour.

Where the two diverged, the differences were typically attributable to structure or investor-base nuances. This was evident at the end of 2022, when DUI's discount moved more sharply due to its greater liquidity and a brief lift in risk appetite temporarily compressed its discount, before rising real yields and a rotation back toward defensive positioning pushed it wider. AUI maintained a steadier profile over this period, supported by its more concentrated, income-oriented shareholder base, which tends to react less aggressively to rapid swings in market sentiment. AUI's special dividend of 8 cents per share, commencing in FY24, has also helped suppress AUI's discount.

A further divergence emerged toward the end of 2025, when DUI's discount widened more than AUI's. While both LICs were exposed to the similar underlying portfolio drivers, DUI's higher liquidity and more flow-responsive register made it more vulnerable to sustained selling pressure and shifts in required yields late in the year. [35] AUI's discount also moved, but its more stable, long-term investor base provided a firmer anchor, resulting in a comparatively narrower discount. As a result, the gap between the two LICs widened over this period, reflecting structural differences rather than changes in fundamental portfolio quality.

[35] Morningstar, Are LICs licked? 18 September 2025.

The average discount to pre-tax NTA for the DUI and AUI for the previous financial years is illustrated in the following table.

Average Discount to pre-tax NTA for DUI and AUI

Company	Average Discount to NTA			
	FY23	FY24	FY25	FY26[1]
DUI	(7.2%)	(10.8%)	(15.1%)	(16.8%)
AUI	(6.3%)	(10.3%)	(13.9%)	(14.8%)

Source: S&P Capital IQ and Kroll analysis.
Note 1: Average discount to pre-tax NTA for FY26 is calculated from 1 July 2025 up until 29 January 2026, the day prior to the annoucement of the Merger.

The average discounts indicate that across all financials years, DUI traded at a deeper average discount to pre-tax NTA than AUI, with the gap widening in FY26.

7.7.3 Liquidity

An analysis of the volume of trading in DUI shares, including the VWAP for various periods up to 29 January 2026, the last trading day before the announcement of the Merger, is set out as follows.

DUI Liquidity up to 29 January 2026

Period	Price (A$)			Cumulative value (millions)	Cumulative volume (millions)	Percentage of issued capital
	Low	High	VWAP			
1 day	5.28	5.31	5.49	0.14	0.0[1]	0.0%[1]
1 week	5.26	5.28	5.41	0.66	0.1	0.1%
1 month	5.40	5.40	5.37	4.33	0.8	0.4%
3 months	5.35	5.38	5.32	20.67	3.9	1.8%
6 months	5.46	5.51	5.36	43.27	8.1	3.8%
12 months	5.26	5.27	5.30	82.44	15.6	7.3%

Source: S&P Capital IQ and Kroll analysis.
Note 1: Less than 0.05.

In the 12 months to 29 January 2026, 7.3% of DUI shares (7.8% of free float[36]) were traded.

8 Profile of AUI

8.1 Background

AUI is an Australian LIC that has been listed on the ASX since 1974 (ASX: AUI).[37] AUI was founded by IPF.[38] The IPF, prior to the announcement of the Transaction, remains AUI's largest single shareholder (refer to Section 8.6 of this report).

As at 31 December 2025, AUI had a portfolio value (including cash and equivalents) of approximately $1.72 billion.[39]

[36] Calculated as the 12-month cumulative value divided by free float total per S&P Capital IQ of 198.44 million.
[37] AUI FY25 Annual Report.
[38] AUI Website.
[39] Portfolio value includes cash and equivalents. Source: AUI Monthly NTA, 31 December 2025.

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8.2 Strategy

AUI maintains a diversified portfolio of quality Australian companies, with a medium to long-term view of providing income and capital appreciation.[40] AUI is an investment company which invests in a portfolio of securities predominantly comprising ASX listed shares. AUI does not hold international investments in its portfolio.

8.2.1 Investment process

AUI's Board of Directors (**AUI Board**) have sought to invest in a diversified portfolio of investments with the objective of obtaining current income and longer-term capital gain within an acceptable level of risk.

Investment objectives[41]

AUI's investment objectives are:

- to create and maintain a diversified portfolio of quality Australian companies, primarily through shares listed on the ASX, with a medium to long term view of providing income and capital appreciation;
- to manage the portfolio to monitor and reduce risks and identify market opportunities as they arise; and
- to provide dividend income to shareholders which is sustainable over the long-term, while maintaining full franking when possible.

In deciding whether to add a stock to the watch list or to buy it, or to increase or decrease its size in the portfolio, AUI's investment criteria includes industry outlook, position of the company in its industry, EPS growth potential, yield and franking, management strength and alignment with shareholder returns, balance sheet strength and ESG factors.[42]

Investee company engagement[43]

The AUI Board regularly engage with investee companies, through direct meetings with management or representatives of AUI. This is a valuable way in which AUI can raise and discuss matters of concern and encourage improved management practices. During the year ended 30 June 2025, 38 meetings were held with management or representatives of investee companies.

Share buy-back history

In line with the limits prescribed under the Corporations Act, AUI has the capacity to repurchase up to 10% of its issued capital within any twelve-month period. AUI first announced its intention to undertake an on-market share buy-back program on 15 May 2012, however the first on market share buyback did not occur until FY24. Kroll's note the following in relation to the company's recent buy-back activity:

- prior to the commencement of FY22 and FY23, AUI announced its capacity to undertake buy-backs. However, no repurchases were undertaken in either period;
- during FY24, AUI repurchased and cancelled 2.7 million shares at a total cost of $28.1 million;[44]
- during FY25, AUI repurchased and cancelled 132,766 shares at a total cost of $1.4 million;[45] and
- the company announced a new on-market buy-back program for FY26, commencing on 2 December 2025 and expected to run until 29 May 2026, with plans to repurchase more than 8.7 million shares.[46,47]

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40 AUI Website.
41 AUI FY25 Annual Report.
42 AUI FY25 Annual Report.
43 AUI FY25 Annual Report.
44 AUI FY24 Annual Report.
45 AUI FY25 Annual Report.
46 AUI ASX Appendix 3E Daily share buy-back notice, 2 December 2025.
47 AUI ASX Appendix 3C Notification of buy-back, 2 December 2025.

8.3 Operations

8.3.1 Overview

As outlined in Section 8.2 of this report, AUI's principal activity is to pursue a medium to long-term investment strategy focused on Australian equities. The AUI Board has sought to create a diversified portfolio of investments with the objective of providing income and capital appreciation with an acceptable level of risk. AUI's internally managed structure has allowed it to maintain low costs and a low MER, with no performance fees, as directors are compensated through board fees for their asset and portfolio allocation work.

8.3.2 Investment portfolio

The Australian equities portfolio is mainly in leading companies. At 30 June 2025, 67% of the Australian equities portfolio was invested in the ASX 20, 16% in the ASX 21 to 50, 8% in the ASX 51 to 100 and 9% outside the ASX 100. The equity portfolio of AUI is invested in Australian equities and at 30 June 2025 was spread over 34 companies. AUI is a long-term investor, with the average age of holdings across the portfolio being 17 years. 66% of the portfolio has been held for longer than 10 years.[48]

AUI's top 10 holdings as at 31 December 2025 are as follows:

AUI's portfolio composition as at 31 December 2025

Investment	Market Value ($m)	% total
CBA	160.6	9.4%
BHP Group Ltd	122.8	7.2%
Rio Tinto	110.1	6.4%
Wesfarmers	105.4	6.1%
ANZ Group	87.2	5.1%
DUI	78.9	4.6%
Transurban	78.2	4.6%
Westpac	77.2	4.5%
CSL	69.1	4.0%
ResMed	64.7	3.8%
Total top 10 investments	**954.2**	**55.6%**
Other listed equities	738.8	43.1%
Total listed equities	**1,693.0**	**98.7%**
Total cash and equivalent and income receivables	23.0	1.3%
Total portfolio	**1,716.0**	**100.0%**

Source: AUI Monthly NTA 31 December 2025.

As shown in the table, AUI has substantial positions in CBA of 9.4%, BHP Group Ltd (7.2%), and Rio Tinto Ltd (6.4%) reflecting AUI's focus on high-quality investments across the financials, consumer, and infrastructure sectors.

[48] AUI FY25 Annual Report.

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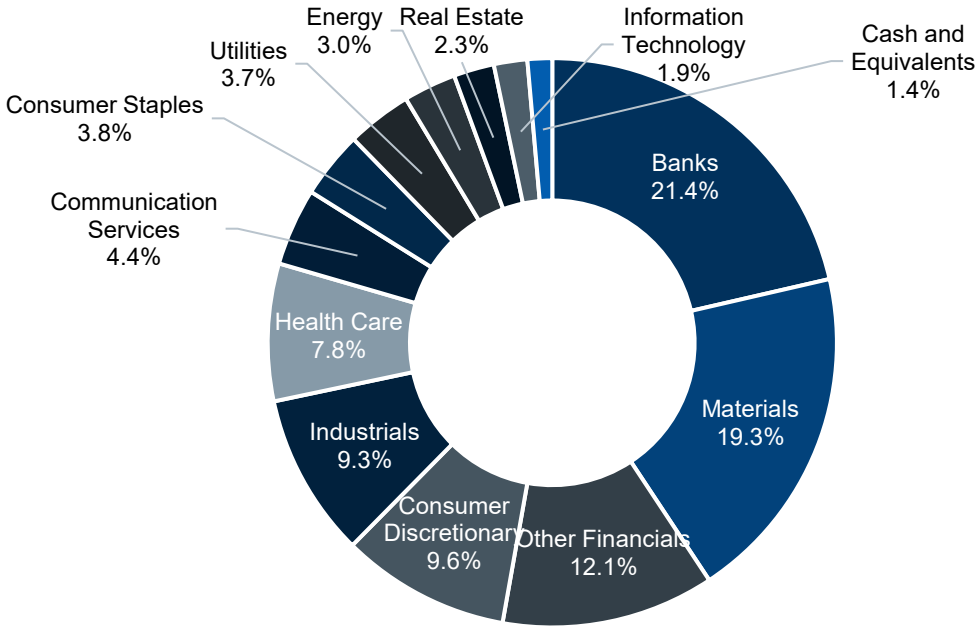
A breakdown of the composition of AUI's investment portfolio by GICS section classification as at 31 December 2025 is set out below:

AUI's portfolio composition by GICS sector as at 31 December 2025



Source: Monthly NTA, 31 December 2025.

The portfolio is heavily weighted towards banks, materials and other financials sectors, with banks at 21.4%, materials at 19.3% and other financials contributing a further 12.1%. The remaining allocation is spread across consumer (9.6%), industrials (9.3%), health care (7.8%), and communication services (4.4%), providing diversification across essential and cyclical sectors.

8.3.3 AUI investment portfolio performance

Investment performance[49]

As at 30 June 2025, AUI's NTA and share price performance in recent years (assuming all dividends paid by AUI were re-invested in its shares) are as follows:

AUI's Investment Returns

	1 year	3 year	5 year	10 year
AUI Pre-tax NTA backing rise p.a.	14.7%	14.1%	12.6%	8.7%
AUI share price rise p.a.	10.0%	9.7%	10.7%	7.5%
S&P/ASX200 rise index p.a.	13.8%	13.6%	11.8%	8.9%

Source: AUI FY25 Annual Report.

[49] AUI FY25 Annual Report.

Key AUI investment portfolio time series statistics are shown in the following table.

AUI's Portfolio Time Series Statistics

	As at 30 June					As at 31 December
	2021	2022	2023	2024	2025	2025
Portfolio value ($m)	1,442.5	1,383.7	1,429.6	1,533.7	1,638.6	1,716.0
Value change (%)	24.8%	(4.1%)	3.3%	7.3%	6.8%	4.7%
Number of holdings	43.0	44.0	37.0	35.0	34.0	n.a.
Average holding size ($m)	33.3	31.3	38.3	43.2	47.8	n.a.

Source: AUI Annual Reports.
Note 1: n.a. indicates not applicable, as AUI does not disclose these metrics in their half year results.

Between 30 June 2021 and 30 June 2025, the total number of shares held by AUI declined materially before stabilising toward the end of the period. Average holding size increased from $33.3 million in 2021 to $47.8 million on 31 December 2025, representing an increase of approximately 43.5% over the analysis period. Over the same period, the portfolio became more concentrated, with the number of holdings declining by 9, from 43 holdings on 30 June 2021 to 34 holdings at 30 June 2025.

AUI's total portfolio value grew at a CAGR of 3.9% from FY21 to 1H26, we note the following on the portfolio;

- from FY21 to FY23, AUI's portfolio largely was impacted by the same factors as DUI (refer to Section 7.3.3 of this report for further analysis);
- FY24 portfolio value grew 7.3%, with an average holding size of $43.2 million. Growth throughout FY24 was largely driven by strong contributions from AUI's holdings in banks and other financials, especially CBA, and consumer holdings, such as Wesfarmers and Aristocrat. Additionally, CAR Group performed strongly and contributed positively to the company's portfolio;
- FY25 growth of 6.8% was largely driven by gains across AUI's financial services and banking exposures. Holdings in Westpac and NAB added positively to performance, while CBA was a standout. AUI's consumer holdings such as Wesfarmers also delivered strong returns; and
- AUI portfolio growth in 1H26 grew by 4.7%, assisted by overweight allocations to Rio Tinto and Newmont Corporation, offset by CSL and ResMed.

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8.4 Financial performance

8.4.1 Historical financial performance

The following table summarises the financial performance of AUI for FY23, FY24, FY25 and 1H26.

AUI Financial Performance ($ thousands)

	FY23 Audited	FY24 Audited	FY25 Audited	1H26 Reviewed
Revenue from investment portfolio	63,806	57,761	57,004	28,231
Fair value movements on options	-	-	-	3,782
Total investment income	**63,806**	**57,761**	**57,004**	**32,013**
Administration and other expenses	(1,490)	(1,511)	(1,569)	(823)
Finance expenses	(5,121)	(5,086)	(2,431)	(963)
Profit before tax	**57,195**	**51,164**	**53,004**	**30,227**
Income tax expense	(832)	(2,046)	(3,136)	(2,963)
Profit after tax	**56,363**	**49,118**	**49,868**	**27,264**
Performance Statistics				
Management expense ratio (MER)	*0.10%*	*0.10%*	*0.10%*	*0.10%*
Earnings per share[1] (cents)	*44.7*	*39.0*	*40.2*	*22.0*
Total dividend per share[2] (cents)	*37.0*	*45.0*	*45.0*	*17.0*

Source: AUI Annual and Half Yearly Reports, Kroll analysis.
Notes:
1. Earnings per share is calculated as profit after tax divided by weighted average number of ordinary shares.
2. Total dividend per share includes ordinary dividends and special dividends.
3. Figures may not add due to rounding.

In relation to AUI's financial performance, we note the following:

- AUI operates as a long-term investment company, and its revenue base is largely derived from local dividends, interest income and trust distributions. These revenue streams reflect broader macroeconomic factors and the operating performance of companies within the underlying portfolio. Dividends and trust distributions accounted for approximately 98% to 99% of total investment income across FY23 to 1H26. A breakdown in the underlying holdings of the portfolio can be found in Section 8.3.2 of this report;
- in accordance with the Australian Accounting Standards, unrealised fair value movements on equity investments, together with associated tax effects, are recognised through other comprehensive income and accumulated in the revaluation reserve. These revaluations do not impact reported profit after tax or earnings per share;
- administration and other operating expenses have remained broadly stable at between $1.5 million to $1.6 million over FY23 to FY25. Annualised 1H26 is on track to be in line with FY25 of $1.6 million. This reflects the relatively fixed-cost nature of managing a long-term investment portfolio and reflects the unchanged MER of 0.10% since FY23. Management expenses include salaries and wages and other administrative expenses;
- finance expenses were $5.1 million in FY23 and FY24 before decreasing to $2.4 million in FY25 following the repayment of the majority of external borrowings. During 1H26, AUI drew on the external borrowings, resulting in $1.0 million of finance expenses. Further information on borrowings can be found in Section 8.5.1 of this report; and

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- income tax expense can vary year to year based on the amount of franked dividends received during the period. A reconciliation between profit and income tax expense is summarised in the table below:

AUI Reconciliation between Profit and Income Tax Expense ($ thousands)

	FY23 Audited	FY24 Audited	FY25 Audited
Profit before tax	57,195	51,164	53,004
Prima facie income tax expense at 30%	(17,159)	(15,349)	(15,901)
Adjustments			
Franking credits gross up on dividends received	(6,871)	(5,825)	(5,602)
Franking credits on dividends received	22,902	19,418	18,674
Other	182	(297)	(334)
Over provision of prior year income tax expense	114	7	27
Income tax expense	**(832)**	**(2,046)**	**(3,136)**

Source: AUI Annual Reports, Kroll analysis.
Notes:
1. Figures may not add due to rounding.
2. 1H26 is now shown as AUI does not disclose these metrics at half yearly presentations.

- AUI's earnings per share and dividends per share are set out as follows:

AUI Earnings per Share and Dividends (cents)

	FY23 Audited	FY24 Audited	FY25 Audited	1H26 Reviewed
Weighted average number of ordinary shares (thousands)	126,007	126,089	124,064	123,758
Earnings per share (cents)	44.7	39.0	40.2	22.1
Ordinary dividend per share fully franked (cents)	37.0	37.0	37.0	17.0
Special dividend per share fully franked (cents)	-	8.0	8.0	-

Source: AUI Annual and Half Yearly Reports, Kroll analysis.

- AUI's ordinary dividend has remained consistent over FY23 to FY25 at 37.0 cents. This comprises of a first half dividend payment of 20.0 cents per share and a second half dividend payment of 17.0 cents per share. Dividends paid in 1H26 were in line with 1H24 and 1H25; and
- AUI has paid a special dividend of 8.0 cents per share in FY24 and in FY25. Further commentary on the dividend policy for future periods can be found in Section 8.4.2 of this report.

8.4.2 Outlook

In its 1H26 results released on 19 February 2026, AUI's Chairman provided the following outlook:

- AUI remains cautious on equity market conditions, with indices trading near all-time highs driven largely by price-earnings multiple expansion rather than underlying earnings growth. Concerns also persist regarding Australia's weak productivity performance and increasing challenges to free trade and the established international economic order;
- despite these headwinds, the share market has shown resilience, supported in part by elevated government deficits that continue to add liquidity to the financial system and have resulted in markets performing better than expected;
- AUI remains fully invested in a diversified portfolio of thirty-seven leading Australian companies; and
- AUI expects, in the year ahead, to maintain its fully franked annual dividend of 37 cents per share, and for the final dividend to include an additional fully franked special dividend of 8 cents per share.

As far as Kroll is aware no other guidance has been provided, and no traditional broker coverage has been identified.

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8.5 Financial position

The following table summarises the financial position of AUI as at 30 June 2025 and 31 December 2025.

AUI Financial Position ($ thousands)

	30 June 2025 Audited	31 December 2025 Reviewed
Investment portfolio	1,626,496	1,692,700
Cash and cash equivalents	5,464	20,648
Receivables and other assets	6,879	8,510
Total assets	**1,638,839**	**1,721,858**
Borrowings - interest bearing	(25,000)	(90,000)
Current tax payable	(1,770)	(6,551)
Payables and other non-tax liabilities	(715)	(1,438)
NTA pre-tax	**1,611,354**	**1,623,869**
Net deferred tax liability	(296,912)	(301,234)
NTA post-tax	**1,314,442**	**1,322,635**
Statistics		
Weighted average number of ordinary shares (thousands)	*124,064*	*123,758*
NTA pre-tax per share[2] ($)	*12.98*	*13.11*
NTA post-tax per share[3] ($)	*10.59*	*10.69*

Source: AUI Annual and Half Yearly Reports, Kroll analysis.
Notes:
1. NTA pre-tax per share is calculated as NTA-pre tax divided by number of shares on issue.
2. NTA post-tax per share is calculated as NTA-post tax divided by number of shares on issue.
3. Figures may not add due to rounding.

In relation to the financial position of AUI as at 30 June 2025, we note:

- the investment portfolio was $1,698.0 million as at 31 December 2025 and is comprised of a mix of listed Australian equities and other investments. A breakdown of the investment portfolio and investment performance can be found in Section 8.3.2 and 8.3.3 of this report;
- cash and cash equivalents have increased from $5.5 million as at 30 June 2025 to $20.6 million as at 31 December 2025, largely as a result of portfolio management;
- receivables and other assets were $8.5 million as at 31 December 2025, comprising predominantly $5.3 million in put option assets and $2.8 million in dividends and distributions declared but not yet received. The movement in these accounts between 30 June 2025 and 31 December 2025 is primarily driven by timing differences in the declaration and receipt of trust and dividend distributions, as well as the recognition of a put option asset that was not present at the prior balance date. These timing effects are typical, reflecting the differing reporting periods and distribution schedules of the underlying investment;
- borrowings increased from $25.0 million as at 30 June 2025 to $90.0 million as at 31 December 2025. Refer to Section 8.5.1 of this report for additional information on borrowings;
- current tax payable increase from $1.7 million as at 30 June 2025 to $6.5 million as at 31 December 2025, as a result of realised capital gains from 1H26;
- NTA pre-tax has increased 0.8% to $1,623.9 million as at 31 December 2025; and

- as at 31 December 2025, AUI has a net deferred tax liability of $301.2 million, which is summarised in the following table:

AUI Net Deferred Tax Liability ($ thousands)

	FY25 30 June 2025	1H26 31 December 2025
Provision for tax on net unrealised gains on investments	296,589	300,112
Tax benefit of capital losses carried forward	(30)	-
Other	353	1,122
Net deferred tax liability	**296,912**	**301,234**

Source: AUI Annual and Half Yearly Reports, Kroll analysis.

- AUI's deferred tax liability position is primarily due to the unrealised gains on its investments. This deferred tax liability position is not expected to be paid until the disposal of equity securities in the investment portfolio.

8.5.1 Borrowings

As at 31 December 2025, AUI borrowings included $90.0 million drawn from its bank facilities. The following table summarises the current financing arrangements of AUI as at 31 December 2025.

AUI Borrowings ($ millions)

Type	Maturity Date	Facility Limit	Drawn	Undrawn
NAB secured bank loan	31 May 2026	125,000	(90,000)	35,000
Borrowing costs		-	-	-
Total borrowings		**125,000**	**(90,000)**	**35,000**

Source: AUI Half Yearly Report, Kroll analysis.

AUI's borrowings are comprised of a secured bank loans from NAB. The company does not have a strict gearing policy and maintains a modest amount of borrowings relative to the value of the investment portfolio. There are a number of covenants in place over the loan.

8.6 Capital structure and ownership

As at the Last Practicable Date, AUI had the following securities on issue:[50]

- 123,757,577 fully paid ordinary shares.

8.6.1 Ordinary shareholders

As at 21 August 2025, AUI had 5,032 registered shareholders with the top 20 largest shareholders accounting for 67.5% of AUI shares. These comprised institutional investors, strategic investors, custodians and nominees, individuals as well as other investors. AUI has three substantial institutional shareholders, with retail investors (investors holding less than 10,000 shares) accounting for approximately 78.8% of shareholders and 9.3% of shares on issue.

The substantial shareholders of AUI as at the Last Practicable Date are:

[50] DUI Scheme Booklet.

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AUI substantial shareholders as at the Last Practicable Date

Substantial Shareholder	Number of Shares	Percentage
IPF	51,824,774	41.9%
Lady Primrose Potter and associated entities	8,834,005	7.1%
Argo	8,310,483	6.7%

Source: AUI.

8.7 Share price performance

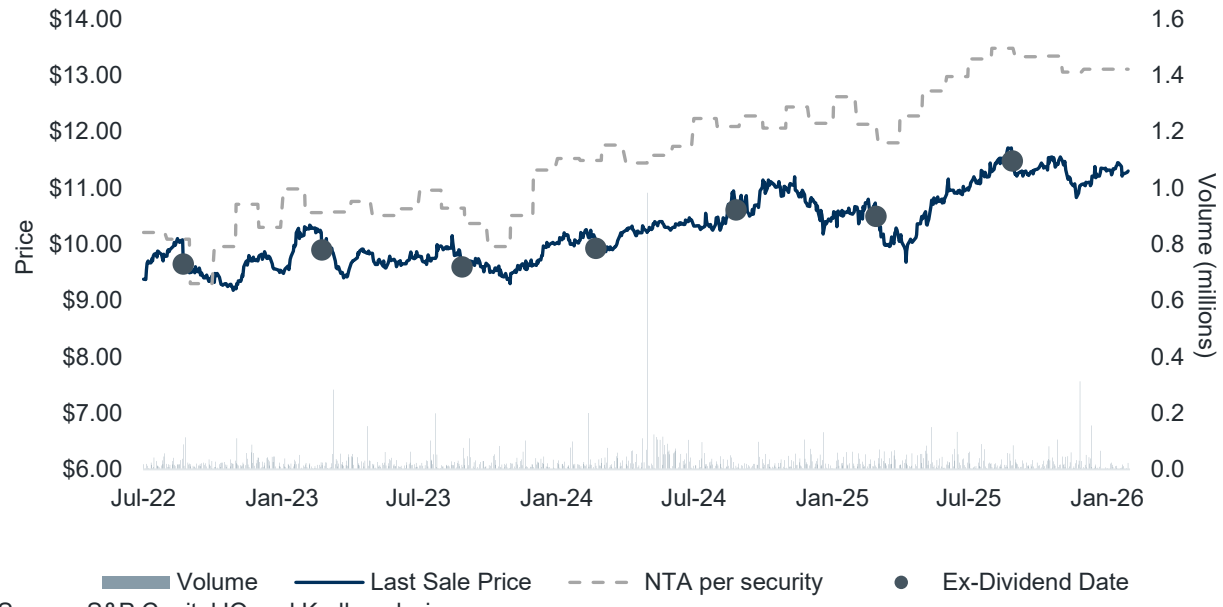
In assessing AUI's share price performance, we have:

- analysed AUI's price and volume performance as well as the share price relative to the NTA per share from 1 July 2022 to 29 January 2026;
- compared AUI's share price movement to the ASX 200 index (refer to Section 7.2.2 of this report);
- analysed and compared the evolution of premiums/discounts to NTA for AUI from 1 July 2022 until 29 January 2026 (refer to Section 7.7.2 of this report); and
- assessed the VWAP and trading liquidity of AUI for the 12-month period ended 29 January 2026, the last trading day prior to the announcement of the Proposed Merger.

8.7.1 Recent share market trading

The trading price and volume of AUI shares from 1 July 2022 to 29 January 2026 is set out as follows:

AUI Share Price and Volume from 1 July 2022 to 29 January 2026



Source: S&P Capital IQ and Kroll analysis.

Overall, AUI's share price movements over 2022 to the start of 2026 were shaped by similar factors to DUI's share price performance, given the comparability in operations (refer to Section 7.7 of this report).

From 1 July 2022 to the end of 2022, AUI's share price exhibited notable volatility relative to reported NTA as global monetary policy tightened sharply in response to prolonged inflationary pressures. Rising bond yields triggered a broad repricing of risk assets and heightened the relative appeal of cash and short-term fixed income, which competed directly with dividend-oriented equity strategies such as listed investment companies. In this environment, AUI's share price generally traded at a discount to pre-tax NTA, reflecting reduced demand for yield-oriented equity exposures.

The portfolio's composition, heavy in blue chip Australian stocks such as major financials, resources, infrastructure and diversified industrials, meant that AUI's performance during late 2022 was influenced by

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sector rotations and valuation shifts. Financial stocks generally underperformed, while resources and industrials faced mixed sentiment driven by commodity price fluctuations and global growth concerns. This mix contributed to volatility in AUI's NTA and reinforced structural LIC discount pressures as market participants sought defensive exposures.

From 1 January 2023 to 31 December 2023, as global inflation showed early signs of moderation and central banks signalled a slower pace of rate hikes, AUI's share price exhibited improved stability relative to the previous year. Investors began to reassess risk assets, and income-oriented equities received comparatively greater interest as yield curves began to normalise. Over the year, AUI's share price movements were broadly more subdued, with the discount to NTA fluctuating in response to sector performance and broader market sentiment. Gains in key portfolio segments such as resources and select industrials, alongside periods of relative strength in financials, contributed positively to NTA and supported intra-year narrowing of the discount.

From 1 January 2024 to 31 December 2024, easing inflation data and growing expectations of future interest rate cuts offered a more constructive backdrop for equities and dividend strategies. This supportive macro environment underpinned recoveries across many of AUI's core exposures, particularly within the large-cap segments of the Australian equity market. Confidence that major dividend payers could sustain or grow distributions in a softer rate environment enhanced the relative attractiveness of AUI's income profile. Recoveries in resource names and selective industrial stocks contributed to NTA growth, while financials and high-yield utility exposures provided support. The portfolio's low turnover and long holding periods reinforced its core income-oriented mandate.

From 1 January 2025 to 29 January 2026, markets progressed further into an easing cycle as central banks moved toward rate cuts and forward guidance became more dovish. This environment generally supported higher valuations across dividend-paying equities and helped lift asset values across AUI's portfolio. Confidence in the sustainability of dividends from large Australian companies supported demand for AUI's shares, narrowing the structural discount to pre-tax NTA at various points throughout the year. Lower real yields and improving credit conditions also supported broader Australian equity performance, which contributed to portfolio gains.

8.7.2 Liquidity

An analysis of the volume of trading in AUI shares, including the VWAP for various periods up to 29 January 2026, the last trading day before the announcement of the Proposed Merger, is set out as follows.

AUI Liquidity up to 29 January 2026

Period	Price (A$)			Cumulative value (millions)	Cumulative volume (millions)	Percentage of issued capital
	Low	High	VWAP			
1 day	11.21	11.30	11.29	0.0[1]	0.0[1]	0.0%[1]
1 week	11.18	11.32	11.28	0.45	0.0[1]	0.0%[1]
1 month	11.34	11.38	11.31	1.88	0.2	0.1%
3 months	11.49	11.49	11.16	15.91	1.4	1.2%
6 months	11.26	11.44	11.29	31.10	2.8	2.2%
12 months	10.55	10.65	10.90	67.84	6.2	5.0%

Source: S&P Capital IQ and Kroll analysis.
Note 1: Less than 0.05.

In the 12 months to 29 January 2026, 5.0% of AUI shares (10.6% of free float[51]) were traded.

[51] Calculated as 12 month cumulative value divided by the free float total per S&P Capital IQ of 58.63 million.

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9 Profile of the Merged Group

9.1 Overview

The Merged Group is expected to be a larger scale LIC, with similar investment philosophy to AUI at present, noting that AUI and DUI are highly comparable. Both share similar investment philosophies. Each company provides an investor in a single investment, an interest in the shares of leading Australian companies all of which (except for AUI's shareholding in DUI) are in the ASX200. Both companies focus on long term investments, with the average shareholding being held for over ten years. Kroll notes that DUI unlike AUI holds international investments (refer to Section 7.3 of this report).

The Merged Group's comparability is highlighted by the investment portfolios as at 30 January 2026, where AUI and DUI held 25 of the same holdings, which represented approximately 72.2% of DUI's portfolio, and 76.7% of AUI's portfolio.

9.2 Strategic rationale

The key strategic rationale for the merger is as follows:

- **Natural combination**: Given the similarities between AUI and DUI's investment philosophies, and similar portfolio, AUI sees this as a natural combination which will result in achieving cost savings while also creating a larger LIC. Through the increased size, with the Merged Group expected to have pre-tax net tangible assets of approximately $3.0 billion, AUI considers that there is an opportunity for AUI Shares to trade at a lower discount and closer to its pre-tax net tangible assets backing per share;
- **Flexibility in portfolio management**: DUI and AUI have a broadly similar Australian share portfolio. In addition, DUI has international investments comprising around 22% of its investment portfolio. The merger would allow increased flexibility in managing the combined investment portfolio as a result of the increased size of the portfolio and an expected overall uplift in the tax cost base of the DUI portfolio; and
- **Cost synergies and savings**: The Scheme is anticipated to generate a number of cost synergies, primarily through consolidating key corporate costs incurred by both companies, primarily for director fees, listed public company costs and insurance. The combined costs other than interest costs, of the two companies is around $3.3 million and AUI estimates that there would be around a 21% or $700,000 saving by combining the two companies.

9.2.1 Investment Portfolio of the Merged Group

Set out below is an overview of the top 10 holdings of the Merged Group's portfolio, which account for approximately 54.5% of the Merged Group's investment portfolio if combined as at 31 December 2025.

Investment	Market Value ($m)	% total
CBA	305.1	10.0%
BHP Group Limited	184.0	6.1%
Rio Tinto	183.5	6.0%
Transurban	167.0	5.5%
CSL	166.6	5.5%
ANZ	165.3	5.4%
Wesfarmers	146.0	4.8%
Westpac	139.0	4.6%
ResMed	100.6	3.3%
Aristocrat	98.9	3.3%
Total top 10 investments	**1,656.0**	**54.5%**

Source: DUI Scheme Booklet.

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9.3 Pro forma historical financial information

9.3.1 Pro forma historical financial position

The following table summarises the financial position of the Merged Group as at 31 December 2025.

Merged Group's Pro Forma Financial Position ($ thousands)

	31 December 2025
Investment portfolio[1]	3,001,596
Cash and cash equivalents	28,774
Receivables, provisional goodwill and other non-current assets	13,249
Total assets	**3,043,619**
Borrowings - interest bearing	(120,440)
Current tax payable	(8,859)
Payables	(837)
Other current and non-current liabilities	(578)
NTA pre-tax	**2,912,905**
Net deferred tax liability	(354,313)
NTA post-tax	**2,558,592**

Source: DUI Scheme Booklet.
Notes:
1. The Merged Group Investment portfolio represents the pre-merger investment portfolios of AUI and DUI, with the consolidation elimination of AUI's pre-merger holding in DUI.
2. Additional information on the pro-forma adjustments can be found in Section 10.6(c) of the DUI Scheme Booklet.
3. Numbers may not add due to rounding.

The Merged Group Balance Sheet has been prepared to provide DUI Shareholders with an indication of the financial position of the Merged Group as if the Scheme had been implemented as at 31 December 2025.

The Merged Group Pro Forma Balance Sheet represents the historical consolidated balance sheet of the Merged Group following implementation of the Scheme. The Merged Group Pro Forma Balance Sheet should be read in conjunction with Section 10.6 of the Scheme Booklet, the historical financial information of AUI and DUI summarised in Sections 7.4 and 8.4 of this report and Sections 8.5 and 9.5 of the Scheme Booklet, risks set out in Section 11 of the Scheme Booklet and the accounting policies of DUI and AUI as disclosed in their most recent reviewed financial statements.

9.3.2 Dividend policy

The AUI Directors expect, in the absence of unforeseen circumstances, to maintain after the merger AUI's current annual fully franked dividend of 37 cents per AUI Share and for each of the next four years to pay a special fully franked dividend of 8 cents per AUI Share.

This reflects AUI's objective to provide dividend income to shareholders which is sustainable over the long-term, while maintaining full franking when possible.

DUI Shareholders should be aware that the amount of each dividend will fluctuate depending on the value and timing of dividends and other returns that are paid to the Merged Group from the companies, trusts and other investments in its portfolio. The return on the Merged Group's investment portfolio will be influenced by a range factors, including factors discussed in Section 9.6 of this report, and Section 11.4 of the Scheme Booklet.

9.4 Board of Directors of the Merged Group

The Merged Group Board is expected to operate in line with the current AUI Board's Constitution, which requires more than three, but fewer than six, directors.

AUI's current board of directors, which is expected to continue as the Merged Group board of directors is shown as follows:

Merged Group Expected Board of Directors

Board of Directors	Position	Company
Charles Goode AC	Chairman	AUI & DUI
Fred Grimwade	Non-executive Director	AUI
Dion Hershan	Non-executive Director	AUI
Wayne Kent	Non-executive Director	AUI

Source: AUI Website.

9.5 Capital structure and ownership

9.5.1 Share capital

As at the Last Practicable Date, there are 123,757,577 AUI Shares on issue. If the Scheme is implemented, AUI will issue New AUI Shares to or on behalf of Scheme Shareholders and the total number of New AUI Shares will increase.

The total number of New AUI Shares is not yet known and will be determined on the Calculation Date when the Scheme Consideration is calculated. However, based on the pre-tax NTA per share as at 28 February 2026 for each of DUI and AUI, Scheme Shareholders (other than Ineligible Shareholders) would receive approximately 0.4705 New AUI Shares for each DUI Shares under the Scheme.

9.5.2 Ownership

Based on the NTA per share for each of AUI and DUI as at 28 February 2026, DUI Shareholders (excluding Excluded Shareholders) will own 43.1% of the Merged Group, with AUI Shareholders owning the remaining 56.9%.

Based on the substantial shareholder disclosures in the DUI Scheme Booklet on or before the Last Practicable Date, the holders of 5% or more of the issued capital of the Merged Group are expected to be:

Substantial Shareholder	Percentage
IPF	31.6%[1]

Source: DUI Scheme Booklet.
Note 1: IPF ownership is an estimation based on NTA per share as at 28 February 2026.

9.6 Changes in risk profile for DUI Shareholders

Kroll notes that given the comparability in the operations of DUI and AUI, that there is not expected to be material changes in risk profile for DUI Shareholders noting however that AUI have not indicated their future intention with respect to DUI's international investments. AUI does not currently hold international exposures, therefore DUI Shareholders may be exposed to concentration risk as the Merged Group profile may be more exposed to the Australian market.

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10 Valuation Analysis

10.1 Summary

We consider that pre-tax NTA represents the fair value of DUI's underlying investment portfolio on a control basis, as it reflects the market values of the investment assets before recognising the tax consequences of unrealised gains (or the benefit of carried-forward capital losses). Pre-tax NTA is, in our view, the most appropriate measure of relative value in this context because, consistent with DUI's investment strategy, its investments are typically held long term and a post-tax NTA measure may imply a crystallised tax outcome that is not reflective of the expected realisation profile.

As the pre-tax NTA per share represents an appropriate and comparable measure of fair value for both DUI and AUI, the Exchange Ratio will be, by definition, fair. Notwithstanding, we have undertaken an analysis to compare DUI's pre-tax NTA to the implied Scheme Consideration.

The Exchange Ratio (which determines the Scheme Consideration) is to be calculated by reference to the pre-tax NTA per share of DUI and AUI five business days prior to the Scheme meeting (which is due to be held in April 2026).[52] As that date is yet to occur, the final Exchange Ratio is not presently available for us to consider. Accordingly, our analysis is based on the most recent available pre-tax NTA information for DUI, AUI and the Merged Group, being 31 December 2025.

Kroll has also compared the calculated Exchange Ratio as at 31 December 2025 to that calculated as at 28 February 2026, being the most recent publicly available pre-tax NTA information for both DUI and AUI released prior to the Last Practicable Date. The Exchange Ratios calculated are 0.4863 and 0.4705, respectively, representing a difference of 2.7%. Given the comparability and correlation of DUI and AUI's investment portfolios, as well as movements in pre-tax NTA and share price, Kroll does not consider that the passage of time between 31 December 2025 and the expected calculation date for the Exchange Ratio (i.e. 9 April 2026) is likely to materially affect our conclusions.

We note that the pre-tax NTA values adopted for financial reporting purposes are a single point estimate, however, there is a range of possible outcomes that generally exist due to market movements and other inputs. Accordingly, Kroll has adopted a sensitivity range of +/-2.5% around the pre-tax NTA recorded in DUI and the Merged Group's pro forma balance sheets as a reasonable range of values for comparison. We consider this range is appropriate as it recognises plausible variability, and note that a wider range would only result in greater overlap of the ranges of the pre-tax NTA per DUI Share and the implied Scheme Consideration.

The adopted pre-tax NTA per DUI share as at 31 December 2025 is summarised in the following table.

Adopted Pre-Tax NTA per DUI Share as at 31 December 2025

	Section Reference	Low[1]	High[2]
Pre-tax NTA ($ thousands)	10.2.1	1,333,769	1,402,167
Number of ordinary shares (thousands)	7.6	214,277	214,277
Pre-tax NTA per DUI share		**$6.22**	**$6.54**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Figures may not add due to rounding.

Under the terms of the Scheme, DUI Shareholders are entitled to receive New AUI Shares based on the Exchange Ratio. Based on our calculation of the Exchange Ratio as at 31 December 2025, this is equivalent to each DUI share being exchanged for 0.4863 New AUI Shares. As AUI's existing holding in DUI will be cancelled and further transaction costs will be incurred, it is necessary to adjust the value of the pre-tax

[52] The Scheme meeting is expected to be held on 16 April 2026, with the expected calculation date for the Exchange Ratio to be 9 April 2026.

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NTA of the Merged Group and the post-Merger AUI shares outstanding in order to derive the implied Scheme Consideration.

Implied Scheme Consideration

The calculation of the implied Scheme Consideration is summarised in the following table.

Implied Scheme Consideration as at 31 December 2025

	Section Reference	Low[1]	High[2]
Pre-tax NTA per share of Merged Group	10.2.3	$12.85	$13.51
Exchange ratio	10.2.2	0.4863	0.4863
Scheme Consideration per share		**$6.25**	**$6.57**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Figures may not add due to rounding.

Based on the Exchange Ratio of 0.4863, the implied Scheme Consideration is in the range of $6.25 to $6.57 per DUI share. When compared with the adopted pre-tax NTA valuation range for DUI set out in Section 10.2.1, the implied Scheme Consideration range broadly overlaps with that range, albeit being marginally higher at both the low and high ends.

The uplift primarily reflects the accounting treatment of AUI's existing shareholding in DUI prior to the Merger. AUI records its investment in DUI at market value, which is at a discount to DUI's pre-tax NTA (refer to Section 7.7.2 of this report). Under the Merger, the Merged Group effectively recognises DUI's underlying assets at pre-tax NTA, rather than at the lower market value previously reflected in AUI's balance sheet and therefore pre-tax NTA. As a result, upon consolidation, the Merged Group recognises an uplift in the carrying value of AUI's existing DUI holding when those shares are re-measured from market value to pre-tax NTA. This uplift results in a higher implied Scheme Consideration received by DUI Shareholders when compared with the adopted DUI standalone pre-tax NTA value range.

10.2 NTA Analysis

10.2.1 DUI

The adopted range of values is summarised in the following table.

Adopted Pre-Tax NTA per DUI Share as at 31 December 2025

	Section Reference	Low[1]	High[2]
Pre-tax NTA ($ thousands)	7.5	1,333,769	1,402,167
Number of ordinary shares (thousands)	7.6	214,277	214,277
Adopted pre-tax NTA range per DUI share		**$6.22**	**$6.54**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Figures may not add due to rounding.

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10.2.2 Exchange Ratio

The calculation of the Exchange Ratio as at 31 December 2025 is summarised in the following table.

Exchange Ratio as at 31 December 2025

	Section Reference	DUI	AUI
Pre-tax NTA per share	7.5 / 8.5	$6.38	$13.11
Transaction costs per share[1]		($0.01)	($0.01)
Adjusted pre-tax NTA per share		**$6.37**	**$13.10**
Exchange ratio[2]		**0.4863**	

Source: Kroll analysis.
Notes:
1. Transaction costs per share is calculated as the remaining transaction costs (approximately $1.9 million for DUI, $1.2 million for AUI) not yet incurred as at 31 December 2025, divided by the number of shares.
2. Exchange ratio is calculated as the adjusted pre-tax NTA per share of DUI divided by the adjusted pre-tax NTA per share of AUI.
3. Figures may not add due to rounding.

10.2.3 Merged Group

The adopted range of values is summarised in the following table.

Range of Adopted Pre-Tax NTA per Merged Group Share as at 31 December 2025

	Section Reference	Low[1]	High[2]
Merged Group pre-tax NTA ($ thousands)	9.3.1	2,840,082	2,985,728
Transaction costs[3] ($ thousands)		(3,098)	(3,098)
Adjusted Merged Group NTA ($ thousands)		**2,836,984**	**2,982,630**
Number of shares in Merged Group[4] (thousands)		220,845	220,845
Pre-tax NTA per share of Merged Group		**$12.85**	**$13.51**

Source: Kroll analysis.
Notes:
1. Low end value range reflects a value that is 2.5% below pre-tax NTA as at 31 December 2025.
2. High end value range reflects a value that is 2.5% above pre-tax NTA as at 31 December 2025.
3. Transaction costs are calculated as the remaining transaction costs not yet incurred by the Merged Group as at 31 December 2025.
4. Number of shares in Merged Group is calculated as existing AUI shares (123.8 million) plus DUI shares (214.3 million) less DUI shares held by AUI (which will be cancelled on implementation) (14.6 million) times by the 31 December 2025 Exchange Ratio (0.4863).
5. Figures may not add due to rounding.

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10.3 Cross-check

As a final valuation cross-check, we have compared the implied DUI ownership in the Merged Group (44.0% based on the implied 31 December 2025 Exchange Ratio) with a number of other contribution parameters, including recent share trading analysis.

10.3.1 Relative contribution analysis

Other parameters are also useful in considering the proposed proportionate ownership by DUI Shareholders in the Merged Group.

Relative Contribution of DUI and AUI – Other Parameters

	Section Reference	Parameter		Contribution (%)	
		DUI	AUI	DUI	AUI
Post-tax Net Assets					
Post-tax Net Assets ($ millions)[1]	7.5 / 8.5	1,032.8[2]	1,322.6	43.8%	56.2%
Market Capitalisation					
Market Capitalisation ($ millions) [1]		1,076.0[2]	1,398.5	43.5%	56.5%
Earnings					
FY24					
NPAT ($ millions)	7.4 / 8.4	33.57[2]	49.12	40.6%	59.4%
FY25					
NPAT ($ millions)	7.4 / 8.4	35.39[2]	49.87	41.5%	58.5%
1H26					
NPAT ($ millions)	7.4 / 8.4	17.89[2]	27.26	39.6%	60.4%
Share trading					
Equity Value ($ millions) (midpoint)	10.3.2	1,063.0	1,392.3	43.3%	56.7%

Source: DUI, AUI, Kroll analysis.
Notes:
1. Based on data as at 31 December 2025.
2. DUI parameters have been adjusted for AUI's 6.83% holding in DUI (exclusive of AUI's relevant interest in additional DUI shares under the IPF Option Agreement (refer to Section 7.6.1 of this report)).

In relation to the preceding relative contributions we note:

- on all of these relevant contribution metrics, it appears that AUI is contributing a greater proportion relative to the implied 31 December 2025 Exchange Ratio of 44.0%, implying that the merger ratio is fair for DUI Shareholders;
- DUI contributes a lesser proportion on a post-tax NTA basis than the implied 31 December 2025 Exchange Ratio, with 43.8% of total post tax net assets;
- on an adjusted market capitalisation basis, the relative contribution of 43.5% is favourable to DUI, which is slightly below the implied 31 December 2025 Exchange Ratio;
- DUI contributes a lower proportion of earnings, on the basis of FY24, FY25 and 1H26 NPAT. AUI's portfolio composition, with greater exposure to Australian equities with higher dividend yields, aids NPAT performance for AUI relative to DUI; and
- based on share trading, on an equity value contribution, Kroll considers DUI is contributing 43.3%, slightly less than the approximate 31 December 2025 Exchange Ratio (refer to Section 10.3.2 of this report for further detail).

10.3.2 Share Trading

Kroll has also assessed the Merger relative to the recent share trading histories of DUI and AUI, which are set out as follows. Kroll has assessed the share trading prior to 31 December 2025, to ensure consistency with our NTA analysis, and other relative contribution cross-check analysis. Kroll notes that if assessed relative to 9 March 2026, our analysis would not change in a material sense given the level of comparability in factors that impact share price performance for DUI and AUI (refer to Section 7.7 of this report).

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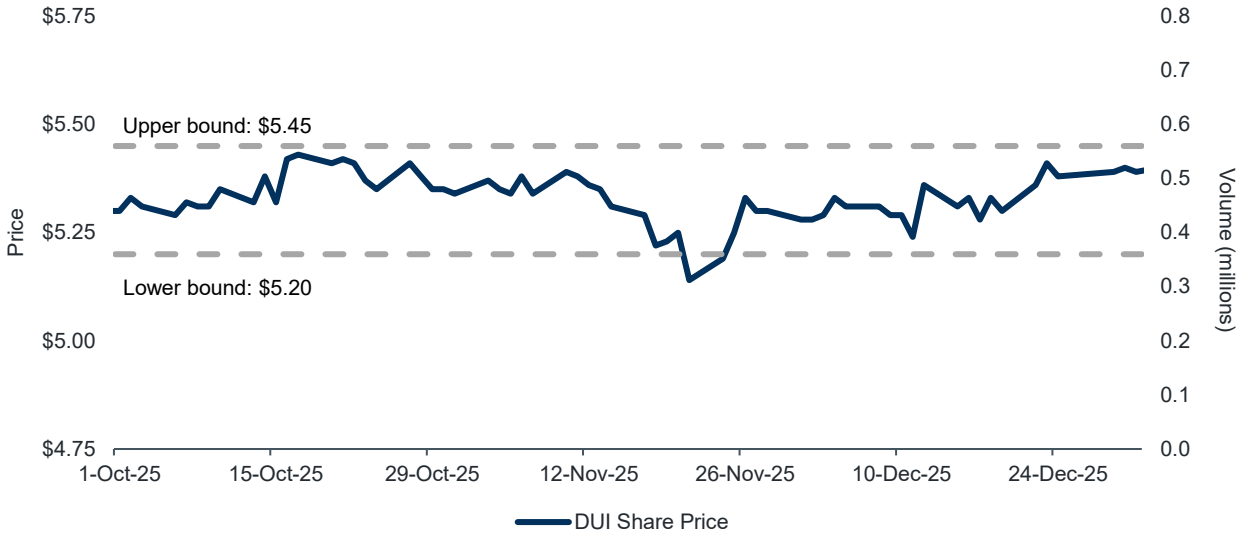
DUI share trading selection

The following chart illustrates the range of selected values per share relative to recent trading in DUI Shares.

DUI Selected Value Range per Share between 1 October 2025 and 31 December 2025



Source: S&P Capital IQ, Kroll analysis.

Kroll notes the following about the preceding graph:

- the selected value range for shares in AUI of $5.20 to $5.45 covers the majority trading in DUI Shares following 1 October 2025 up until 31 December 2025. Over this same period, the average of DUI's share price was $5.33. The low end of the value range sits slightly above the lowest closing price of the period of $5.14 on 21 November 2025, while the high end of the selected range is marginally higher than the highest close for the period of $5.43 reached on 17 October 2025; and
- further discussion on DUI's recent share price performance can be found in Section 7.7 of this report.

In order to cross-check our selected valuation range for DUI Shares, we have compared DUI's pre-tax NTA relative to its share-price performance over the past three months, supplemented by additional analysis of its twelve-month trading history.

DUI share trading summary

Kroll's assessed range of values per DUI Share of $5.20 to $5.45 implies the following value of the equity of DUI.

Implied Value of DUI's equity

	Section Reference	Low	High
Share Price	10.3.2	$5.20	$5.45
Number of DUI shares outstanding (millions) (excl. AUI interest)[1]	7.6	199.6	199.6
Implied value of DUI equity ($ million)		**1,038.1**	**1,088.0**

Source: S&P Capital IQ, Kroll analysis.
Note 1: Number of DUI shares outstanding represents 214.28 million ordinary DUI Shares (as at 9 March 2026) less DUI Shares held by AUI (14.64 million shares) which does not include AUI's relevant interest in 28.00 million DUI shares held under the IPF Option Agreement (refer to Section 7.6.1 of this report).

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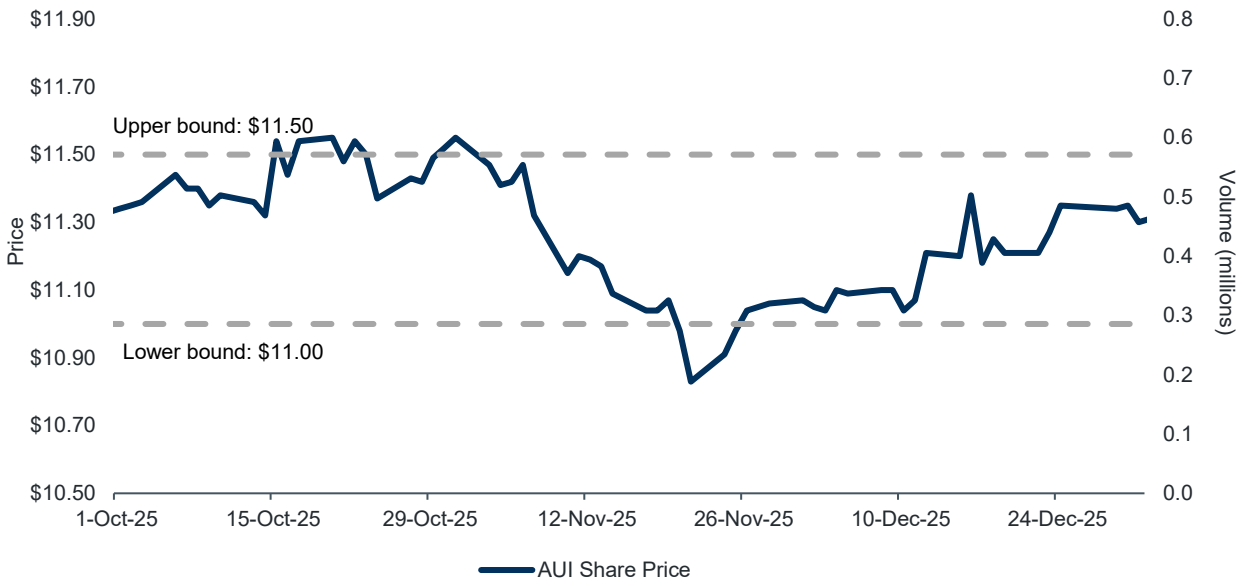
AUI share trading selection

The following chart illustrates the range of selected values per share relative to recent trading in AUI Shares.

AUI Selected Value Range per Share between 1 October 2025 and 31 December 2025



Source: S&P Capital IQ, Kroll analysis.

Kroll notes the following about the preceding graph:

- the selected value range for shares in AUI of $11.00 to $11.50 covers trading in AUI Shares following 1 October 2025 up until 31 December 2025. Over this same period, the average of AUI's share price is $11.26. The low end of the value range is higher than the lowest closing price of the period $10.83 as at 21 November 2025, while the high end of the selected range is marginally lower than the highest close for the period of $11.55 reached on 20 October 2025 and 31 October 2025; and
- further discussion on AUI's recent share price performance can be found in Section 7.7 of this report.

In order to cross-check our selected valuation range for AUI Shares, we have compared the AUI's pre-tax NTA relative to its share-price performance over the past three months, supplemented by additional analysis of its twelve-month trading history.

AUI share trading summary

Kroll's assessed range of values per AUI Share of $11.00 to $11.50 implies the following value of the equity of AUI.

Implied Value of AUI's equity

	Section Reference	Low	High
Share Price	10.3.2	$11.00	$11.50
Number of shares outstanding (millions)	8.6	123.8	123.8
Implied value of AUI equity ($ millions)		**1,361.3**	**1,423.2**

Source: S&P Capital IQ, Kroll analysis.

Relative contribution analysis based on share trading

Kroll's share trading analysis results in the following relative contributions.

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Relative contributions based on share trading

	Section Reference	Low	High
Implied value of DUI Equity ($ million)	10.3.1	1,038.1	1,088.0
Implied value of AUI Equity ($ million)	10.3.1	1,361.3	1,423.2
DUI relative contribution		**43.3%**	**43.3%**
DUI relative contribution (inverse)[1]		42.2%	44.4%

Source: S&P Capital IQ, Kroll analysis.
Note 1: Inverse relative contribution shows the contribution when comparing the low implied value of DUI equity to the high implied value of AUI equity, and vice-versa.

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Appendix 1 – Kroll disclosures

Qualifications

The individuals with overall responsibility for preparing this report on behalf of Kroll are Ian Jedlin and James Wheatley. 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. James holds a Bachelor of Business. Both Ian and James 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 Scheme is in the best interests of DUI Shareholders (other than Excluded Shareholders), in the absence of a superior proposal. Kroll expressly disclaims any liability to DUI or any other person 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 any document prepared in respect of the Scheme. As such, Kroll takes no responsibility for the content of any documents prepared in respect of the Scheme (other than this report).

Independence

Kroll considers itself to be independent in accordance with the requirements of Regulatory Guide 112 issued by ASIC on 30 March 2011. 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 DUI or AUI 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 the Scheme. Kroll's only role with respect to the Scheme has been the preparation of this report.

Kroll will receive a fixed fee of $250,000 (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 Scheme Meeting. Kroll will receive no other benefit for the preparation of this report.

Declarations

DUI 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 the Independent Directors and management of DUI for comment as to factual accuracy, as opposed to opinions, which are the responsibility of Kroll alone. Extracts of this report pertaining only to factual matters relating to AUI were also provided to management of AUI for comments as to factual accuracy only. 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 Licence 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.

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Consents

Kroll consents to the inclusion of this report in the form and context in which it is included in the Scheme Booklet to be issued to DUI Shareholders. Neither the whole nor any part of this report or its 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. 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 DUI and its advisers and AUI. DUI has been responsible for ensuring that information provided by it and its representatives is not false or misleading or incomplete. DUI 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 DUI or AUI for 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 the respective management of DUI and AUI in relation to the nature of their business operations, specific risks and opportunities, historical results and prospects for the foreseeable future in relation to each of DUI and AUI. 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 and 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. DUI and AUI have requested Kroll limit the disclosure of certain information relating to each of DUI and AUI. 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 DUI and AUI. 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 DUI and AUI.

Sources of information

In preparing this report we have been provided with and considered the following sources of information:

Publicly available information

- DUI Scheme Booklet;
- results presentations and annual reports for DUI and AUI for FY23, FY24, FY25 and 1H26;

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- ASX announcements, press releases, media and analyst presentations and other public filings by DUI and AUI including information available on its website;
- press articles regarding DUI, AUI and the LIC sector;
- results presentations, annual reports, press releases and other public filings relating to comparable companies and comparable transactions;
- various industry reports; and
- information sourced from Refinitiv, Iress and S&P Capital IQ.

Non-public information

- DUI Board papers and other internal briefing papers prepared by DUI and its advisors; and
- other confidential documents, presentations and workpapers.

In addition, we have had discussions with, and obtained information from, senior management of both DUI and AUI in relation to factual information.

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Appendix 3 – Market Evidence

Comparable companies

The following table sets out the trading multiples for the comparable companies as at 9 March 2026.

Company name	Market Capitalisation ($ millions)	Share price	NTA	Premium/(Discount) to NTA[1]	Dividend yield[2]	
					FY	LTM
DUI	**1,056**	**4.93**	**6.47**	**(23.8%)[3]**	**3.2%**	**3.2%**
AUI	**1,322**	**10.68**	**13.75**	**(22.3%)[3]**	**4.2%[4]**	**4.2%[4]**
Comparable LICs						
AFIC	8,589	6.85	8.09	(15.3%)[3]	3.9%	3.9%
Argo	6,700	8.83	10.73	(17.7%)[5]	4.2%	4.2%
MFF	2,704	4.59	4.62	(0.6%)	3.7%	4.1%
BKI	1,388	1.72	2.01	(14.4%)	4.6%	4.7%
Plato Income Maximiser Ltd.	1,052	1.41	1.18	19.4%[6]	4.7%	4.7%
Carlton Investments Ltd.	950	36.00	45.97	(21.7%)	3.1%	3.1%
Djerriwarrh Investments Limited	736	2.80	3.34	(16.2%)[3]	5.5%	5.5%
Whitefield	624	5.16	6.22	(17.0%)[7]	4.0%	n.a.
Ophir High Conviction Fund	623	2.80	3.10	(9.6%)	9.7%	9.6%
Mirrabooka Investments Limited	600	2.68	3.06	(12.4%)[3]	4.1%	4.1%
Perpetual Equity Investment Co. Ltd.	478	1.25	1.20	4.1%	6.4%	6.4%

Source: Company fillings and S&P Capital IQ.
Notes:
1. NTA considered to calculate premium/(discount) to NTA is as at 6 March 2026, unless footnoted otherwise.
2. Excludes any special dividends.
3. NTA considered to calculate premium/(discount) to NTA is as at 28 February 2026
4. AUI yield includes special dividend, as the AUI special dividend was paid in FY24, FY25, and is expected to be paid for the next four years.
5. NTA considered to calculate premium/(discount) to NTA is as at 27 February 2026.
6. NTA considered to calculate premium/(discount) to NTA is as at 13 February 2026.
7. NTA considered to calculate premium/(discount) to NTA is as at 31 January 2026.

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Comparable companies

AFIC

AFIC is one of the largest LICs in Australia with a market capitalisation of $8.6 billion as at 9 March 2026. The company holds a diversified portfolio of primarily Australian equities chosen for quality and long-term performance. It is managed internally with a long-term investment horizon and a focus on capital growth and fully franked dividend income. AFIC's international portfolio is diversified across sectors like technology, retail, energy and consumer-facing businesses among others.

Argo

Argo is among Australia's oldest LICs with a market capitalisation of $6.7 billion as at 9 March 2026. The company's portfolio is diversified across Australian equities, with exposure to sectors chosen for quality, reliable cash flows and long-term growth perspectives. Argo is managed internally and employs a long-term investment approach focused toward established companies that have sustainable cash-flows and dividend prospects.

MFF Capital Investments

MFF is a prominent Australian LIC with a market capitalisation of $2.7 billion as at 9 March 2026. The company's investment mandate enables investments in Australian and international equities. MFF is managed internally and recently expanded its internal investment capabilities through the acquisition of specialist global equities manager Montaka Global Investments, further deepening its research and portfolio management process.

BKI

BKI is a mid-sized Australian LIC with a market capitalisation of approximately $1.4 billion as at 9 March 2026. It holds a diversified portfolio of primarily Australian equities, with a long-term focus on quality companies that pay dividends and offer capital growth. BKI's investments are externally managed by Contact Asset Management, and the LIC takes a long-term horizon with consistency and income generation at its core. The company's portfolio is diversified across profitable, well-managed firms operating in sectors such as financials, materials, energy, industrials and consumer stocks.

Plato Income Maximiser

Plato Income Maximiser (**Plato**) is an Australian LIC with a market capitalisation of $1.1 billion as of 9 March 2026. Plato is externally managed by Plato Investment Management Limited, a boutique equity manager specialising in income-focused strategies aimed at SMSF and pension-based investors. The company holds an actively managed, diversified portfolio of Australian shares with a strong-bias toward income-generation.

Carlton Investments Limited

Carlton Investments Limited (**Carlton**) is an Australia based investment company with a market capitalisation of $950 million as at 9 March 2026. The company's strategy focuses on holding a long-term portfolio of established well-managed Australian listed companies expected to provide sustainable income and capital growth. Carlton is internally managed, and its portfolio exposure is broadly diversified across the Australian equity market, with holdings selected to balance income generation and growth.

Djerriwarrh Investments Limited

Djerriwarrh Investment Limited (**DJW**) an Australian LIC with a market capitalisation of approximately $736 million as at 9 March 2026. DJW invests primarily in Australian equities, with a focus on large, liquid companies that can support its strategy of delivering enhanced fully franked income to shareholders. The company is externally managed by Magellan Asset Management Limited under a formal investment management agreement.

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Whitefield Industrials

Whitefield Industrials (**WHF**) is one of Australia's long-established LICs with a market capitalisation of $624 million as at 9 March 2026. WHF holds a diversified portfolio of primarily Australian industrial (non-resource) equities with exposure to industries such as financials, healthcare, consumer staples, information technology and other industrial categories. The company's investments are externally managed by Whitefield Capital Management Pty Ltd, with the investment process aimed at balancing reliability, diversification and risk-control.

Ophir High Conviction Fund – Ophir Asset Management

Ophir High Conviction Fund (**Ophir**) is an Australian listed investment fund with a market capitalisation of $623 million as at 9 March 2026, providing a concentrated investment vehicle for investors in the ASX small and mid-cap segments. Its portfolio is externally managed by Ophir Asset Management, a specialist boutique investment manager that employs a specialised process to identify high-quality companies with strong growth prospects and structural advantages. Ophir invests in Australian listed companies outside the S&P / ASX 50, with a focus on cash-generative businesses with sound balance sheets.

Mirrabooka Investments Limited

Mirrabooka Investments Limited (**MIR**) is a mid-sized Australian LIC with a market capitalisation of $600 million as at 9 March 2026. It holds a diversified portfolio of primarily Australian and New Zealand small and mid-cap equities that sit outside the ASX top 50 by market capitalisation. MIR has exposure to industrial, healthcare, financial and materials sectors. MIR is internally managed, supporting a long-term investment horizon focused on companies with sustainable growth prospects and quality attributes.

Perpetual Equity Investment Company

Perpetual Equity Investment Company (**PIC**) is an Australian LIC with an estimated market capitalisation of $478 million as at 9 March 2026. PIC holds a concentrated, actively managed portfolio of predominantly Australian securities with a mid-cap bias and a portion of global listed securities, selected for quality and value with the aim of delivering regular income and long-term capital growth. The company is externally managed by Perpetual Investment Management Limited, leveraging deep fundamental research capabilities and experience in global and domestic equities.

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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 Diversified United Investment Limited ("Client") to prepare an independent expert's report ("Report") in connection with the Merger with Australian United Investment Company Limited. 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

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 $250,000 (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.

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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Annexure B

Scheme of arrangement

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HERBERT SMITH FREEHILLS KRAMER

Scheme of arrangement

Diversified United Investment Limited

Scheme Shareholders

80 Collins Street Melbourne Vic 3000 Australia
GPO Box 128 Melbourne Vic 3001 Australia

T +61 3 9288 1234 **F** +61 3 9288 1567
hsfkramer.com

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HERBERT SMITH FREEHILLS KRAMER

Scheme of arrangement

This scheme of arrangement is made under section 411 of the *Corporations Act 2001* (Cth)

Between the parties

Diversified United Investment Limited

ACN 006 713 177 of Level 20, 101 Collins Street, Melbourne, Victoria 3000

The **Scheme Shareholders**

1 Definitions, interpretation and scheme components

1.1 Definitions

The meanings of the terms used in this Scheme are set out below.

Term	Meaning
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 and, where the context requires, the financial market that it operates.
AUI	Australian United Investment Company Limited ACN 004 268 679.
AUI Register	the register of members of AUI maintained by AUI or the AUI Registry in accordance with the Corporations Act.
AUI Registry	MUFG Corporate Markets (AU) Limited ACN 083 214 537.
AUI Share	a fully paid ordinary share in AUI.

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Term	Meaning
Business Day	a day that is not a Saturday, Sunday or a public holiday or bank holiday in Melbourne or Sydney.
Calculation Date	5.00pm on the date that is 5 Business Days prior to the Scheme Meeting, or such other date agreed to in writing by AUI and DUI.
CHESS	the Clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd ACN 008 504 532 and ASX Clear Pty Limited ACN 001 314 503.
CHESS Holding	has the meaning given in the Settlement Rules.
Corporations Act	the *Corporations Act 2001* (Cth).
Court	the Federal Court of Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by DUI and AUI.
Deed Poll	the deed poll under which AUI agrees in favour of the Scheme Shareholders to perform the obligations attributed to AUI under this Scheme.
DUI	Diversified United Investment Limited ACN 006 713 177.
DUI Register	the register of members of DUI maintained by DUI or the DUI Registry in accordance with the Corporations Act.
DUI Registry	MUFG Corporate Markets (AU) Limited ACN 083 214 537.
DUI Share	a fully paid ordinary share in DUI.
DUI Shareholder	a person who is registered as the holder of a DUI Share in the DUI Register.
Effective	when used in relation to this Scheme, the coming into effect, under subsection 411(10) of the Corporations Act, of the order of the Court made under paragraph 411(4)(b) of the Corporations Act in relation to this Scheme.

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Term	Meaning
Effective Date	the date on which this Scheme becomes Effective.
End Date	the date that is 9 months after the date of the Implementation Deed, or such other date as DUI and AUI agree.
Excluded Shareholder	AUI.
Government Agency	any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian.
Implementation Date	the fifth Business Day after the Scheme Record Date, or such other date after the Scheme Record Date as DUI and AUI agree.
Implementation Deed	the merger implementation deed dated 30 January 2026 between DUI and AUI relating to the implementation of this Scheme.
Ineligible Foreign Shareholder	a Scheme Shareholder whose address shown in the DUI Register on the Scheme Record Date is a place outside Australia and its external territories, unless AUI (acting reasonably and in consultation with DUI) determines that it is lawful and not unduly onerous or impracticable to issue that Scheme Shareholder with New AUI Shares when this Scheme becomes Effective.
Issuer Sponsored Holding	has the meaning given in the Settlement Rules.
Listing Rules	the official listing rules of ASX.
Market Value	in relation to New AUI Shares, the volume weighted average price of AUI Shares traded on ASX during the 5 trading days after the Second Court Date, as calculated and advised by AUI in good faith.
New AUI Share	an AUI Share to be issued to Scheme Shareholders under the Scheme.
Operating Rules	the official operating rules of ASX.

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Term	Meaning
Registered Address	in relation to a DUI Shareholder, the address shown in the DUI Register as at the Scheme Record Date.
Sale Agent	the sale agent appointed by AUI to sell the New AUI Shares that are to be issued under clause 5.3(a)(1) of this Scheme.
Scheme	this scheme of arrangement under Part 5.1 of the Corporations Act between DUI and the Scheme Shareholders, subject to any alterations or conditions made or required by the Court under subsection 411(6) of the Corporations Act and agreed to in writing by DUI and AUI.
Scheme Consideration	1 subject to item 2 of this definition, the consideration to be provided by AUI to each Scheme Shareholder for the transfer to AUI of each Scheme Share, being for each DUI Share held by a Scheme Shareholder as at the Scheme Record Date, the number of New AUI Shares calculated by reference to the following formula: $Scheme\ Consideration\ per\ Scheme\ Share = DUI's\ NTA \div AUI's\ NTA$ where the NTA for each of DUI and AUI (as applicable) is the pre-tax net tangible assets per share of DUI or AUI, respectively, as at the Calculation Date, calculated in the same manner as for the purpose of that party's announcement of its weekly pre-tax net tangible assets per share to ASX, prepared in the ordinary course; and 2 in calculating its NTA under item 1 of this definition, each of AUI and DUI must treat as a liability its estimated costs in relation to the Transaction to be incurred up to implementation of the Scheme as determined at the Calculation Date, in respect of which DUI must adopt the same accounting treatment as AUI.
Scheme Meeting	the meeting of DUI Shareholders (other than Excluded Shareholders) ordered by the Court to be convened under subsection 411(1) of the Corporations Act to consider and vote on this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Record Date	7.00pm on the second Business Day after the Effective Date or such other time as DUI and AUI agree in writing.
Scheme Shareholder	a DUI Shareholder as at the Scheme Record Date (other than an Excluded Shareholder).
Scheme Shares	all DUI Shares held by the Scheme Shareholders as at the Scheme Record Date.

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Term	Meaning
Scheme Transfer	a duly completed and executed proper instrument of transfer in respect of the Scheme Shares for the purposes of section 1071B of the Corporations Act, in favour of AUI as transferee, which will be a master transfer of all or part of the Scheme Shares.
Second Court Date	the first day on which an application made to the Court for an order under paragraph 411(4)(b) of the Corporations Act approving the Scheme is heard or, if the application is adjourned or subject to appeal for any reason, the first day on which the adjourned application or appeal is heard.
Settlement Rules	the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd ACN 008 504 532.
Transaction	the proposed acquisition of the Scheme Shares by AUI through implementation of this Scheme in accordance with the terms of the Implementation Deed.
Unmarketable Parcel Shareholder	a Scheme Shareholder who, based on their holding of Scheme Shares would, on implementation of the Scheme, be entitled to receive less than a marketable parcel (as that term is defined in the Listing Rules) of New AUI Shares (assessed by reference to the price of AUI Shares on ASX at the close of trade on the trading day prior to the Scheme Record Date) as Scheme Consideration.

1.2 Interpretation

In this Scheme:

(a) headings and bold type are for convenience only and do not affect the interpretation of this Scheme;

(b) the singular includes the plural and the plural includes the singular;

(c) words of any gender include all genders;

(d) other parts of speech and grammatical forms of a word or phrase defined in this Scheme have a corresponding meaning;

(e) a reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate and any Government Agency as well as an individual;

(f) a reference to a clause, party, schedule, attachment or exhibit is a reference to a clause of, and a party, schedule, attachment or exhibit to, this Scheme;

(g) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or reenactments of any of them (whether passed by the same or another Government Agency with legal power to do so);

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(h) a reference to a document (including this Scheme) includes all amendments or supplements to, or replacements or novations of, that document;

(i) a reference to '$', 'A$' or 'dollar' is to Australian currency;

(j) a reference to any time is, unless otherwise indicated, a reference to that time in Melbourne, Victoria;

(k) a term defined in or for the purposes of the Corporations Act, and which is not defined in clause 1.1, has the same meaning when used in this Scheme;

(l) a reference to a party to a document includes that party's successors and permitted assignees;

(m) no provision of this Scheme will be construed adversely to a party because that party was responsible for the preparation of this Scheme or that provision;

(n) any agreement, representation, warranty or indemnity in favour of two or more parties (including where two or more persons are included in the same defined term) is for the benefit of them jointly and severally;

(o) a reference to a body, other than a party to this Scheme (including an institute, association or authority), whether statutory or not:

(1) which ceases to exist; or

(2) whose powers or functions are transferred to another body,

is a reference to the body which replaces it or which substantially succeeds to its powers or functions;

(p) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;

(q) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

(r) if an act prescribed under this Scheme to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day; and

(s) a reference to the Operating Rules or the Settlement Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party.

1.3 Interpretation of inclusive expressions

Specifying anything in this Scheme after the words 'include' or 'for example' or similar expressions does not limit what else is included.

1.4 Business Day

Where the day on or by which any thing is to be done is not a Business Day, that thing must be done on or by the next Business Day.

2 Preliminary matters

(a) DUI is a listed public company limited by shares, registered in Victoria, Australia, and has been admitted to the official list of the ASX. DUI Shares are quoted for trading on the ASX.

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(b) AUI is a listed public company limited by shares, registered in Victoria, Australia, and has been admitted to the official list of the ASX and the AUI Shares are quoted for trading on the ASX.

(c) DUI and AUI have agreed, by executing the Implementation Deed, to implement this Scheme.

(d) If this Scheme becomes Effective each of the following will occur on the Implementation Date:

(1) AUI must provide or procure the provision of the Scheme Consideration to the Scheme Shareholders in accordance with this Scheme and the Deed Poll; and

(2) all the Scheme Shares, and all the rights and entitlements attaching to them as at the Implementation Date, must be transferred to AUI and DUI will enter the name of AUI in the DUI Register in respect of the Scheme Shares.

(e) This Scheme attributes actions to AUI but does not itself impose an obligation on it to perform those actions. AUI has agreed, by executing the Deed Poll, to perform the actions attributed to it under this Scheme, including the provision or procuring the provision of the Scheme Consideration to the Scheme Shareholders, subject to the Scheme becoming Effective.

3 Conditions

3.1 Conditions precedent

This Scheme is conditional on and will have no force or effect until, the satisfaction of each of the following conditions precedent:

(a) all the conditions in clause 3.1 of the Implementation Deed (other than the condition in clause 3.1(e) of the Implementation Deed relating to Court approval of this Scheme) having been satisfied or waived in accordance with the terms of the Implementation Deed;

(b) neither the Implementation Deed nor the Deed Poll having been terminated in accordance with their terms;

(c) approval of this Scheme by the Court under paragraph 411(4)(b) of the Corporations Act, including with any alterations or conditions made or required by the Court under subsection 411(6) of the Corporations Act and agreed to in writing by DUI and AUI in accordance with the Implementation Deed;

(d) such other conditions made or required by the Court under subsection 411(6) of the Corporations Act in relation to this Scheme and agreed to in writing by DUI and AUI having been satisfied or waived; and

(e) the orders of the Court made under paragraph 411(4)(b) (and, if applicable, subsection 411(6)) of the Corporations Act approving this Scheme coming into effect, pursuant to subsection 411(10) of the Corporations Act on or before the End Date (or any later date DUI and AUI agree in writing).

3.2 Certificate

(a) DUI and AUI will provide to the Court on the Second Court Date a certificate in a form agreed by DUI and AUI, or such other evidence as the Court requests,

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confirming (in respect of matters within their knowledge) whether or not all the following conditions precedent have been satisfied or waived:

(1) the condition precedent in clause 3.1(a), but only in respect of the conditions in clause 3.1 of the Implementation Deed included for that party's benefit; and

(2) the condition precedent in clause 3.1(b).

(b) The certificate referred to in clause 3.2(a) constitutes conclusive evidence that such conditions precedent were satisfied, waived or taken to be waived.

3.3 End Date

Without limiting any rights under the Implementation Deed, this Scheme will lapse and be of no further force or effect if:

(a) the Effective Date does not occur on or before the End Date; or

(b) either of the Implementation Deed or the Deed Poll is terminated in accordance with its terms,

unless DUI and AUI otherwise agree in writing (and, if required, as approved by the Court).

4 Implementation of this Scheme

4.1 Lodgement of Court orders with ASIC

DUI must lodge with ASIC, in accordance with subsection 411(10) of the Corporations Act, an office copy of the Court order approving this Scheme as soon as possible after the Court approves this Scheme and in any event by 5.00pm on the first Business Day after the day on which the Court order was made (or such later time as agreed with AUI).

4.2 Transfer of Scheme Shares

Subject to this Scheme becoming Effective in accordance with clause 4.1, the following actions will occur (in the order set out below), on the Implementation Date:

(a) subject to the provision of the Scheme Consideration in the manner contemplated by clause 5.1(a), the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, must be transferred to AUI, without the need for any further act by any Scheme Shareholder (other than acts performed by DUI, or its directors, officers or secretaries, as attorney and agent for Scheme Shareholders under clause 8.5), by:

(1) DUI delivering to AUI a duly completed Scheme Transfer, executed on behalf of the Scheme Shareholders by DUI, for registration; and

(2) AUI duly executing the Scheme Transfer, attending to the stamping of the Scheme Transfer (if required) and delivering it to DUI for registration;

(b) immediately following receipt of the Scheme Transfer in accordance with clause 4.2(a)(2), but subject to the stamping of the Scheme Transfer (if required), DUI must enter, or procure the entry of, the name of AUI in the DUI Register as the registered holder of all the Scheme Shares; and

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(c) the Scheme Shares (including all rights and entitlements attaching to the Scheme Shares) transferred under this Scheme to AUI will, at the time of transfer of them to AUI, vest in AUI free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind.

5 Scheme Consideration

5.1 Provision of Scheme Consideration

AUI must, subject to clauses 5.2, 5.3, 5.4, 5.5 and 5.7:

(a) on or before the Implementation Date, issue the Scheme Consideration to the Scheme Shareholders and procure that the name and address of each Scheme Shareholder is entered in the AUI Register in respect of those New AUI Shares; and

(b) procure that on or before the date that is 10 Business Days after the Implementation Date, a share certificate or holding statement (or equivalent document) is sent to the Registered Address of each Scheme Shareholder representing the number of New AUI Shares issued to the Scheme Shareholder pursuant to this Scheme.

5.2 Joint holders

In the case of Scheme Shares held in joint names:

(a) the New AUI Shares to be issued under this Scheme must be issued to and registered in the names of the joint holders;

(b) any cheque required to be sent under this Scheme will be made payable to the joint holders and sent to either, at the sole discretion of DUI, the holder whose name appears first in the DUI Register as at the Scheme Record Date or to the joint holders; and

(c) any other document required to be sent under this Scheme, will be forwarded to either, at the sole discretion of DUI, the holder whose name appears first in the DUI Register as at the Scheme Record Date or to the joint holders.

5.3 Ineligible Foreign Shareholders

(a) AUI will be under no obligation to issue any New AUI Shares under this Scheme to any Ineligible Foreign Shareholder and instead:

(1) subject to clauses 5.4, 5.5 and 5.7, AUI must, on or before the Implementation Date, issue the New AUI Shares which would otherwise be required to be issued to the Ineligible Foreign Shareholders under this Scheme to the Sale Agent;

(2) AUI must procure that as soon as reasonably practicable on or after the Implementation Date (and in any event within 15 Business Days from when AUI Shares are capable of being traded on ASX after the Implementation Date), the Sale Agent, acting on behalf of the Ineligible Foreign Shareholder, and in consultation with AUI sells or

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procures the sale of all the New AUI Shares issued to the Sale Agent and remits to AUI the proceeds of the sale (after deduction of any applicable brokerage, stamp duty and other costs, taxes and charges) (**Net Proceeds**);

(3) promptly after receiving the Net Proceeds in respect of the sale of all of the New AUI Shares referred to in clause 5.3(a)(1), AUI must pay, or procure the payment, to each Ineligible Foreign Shareholder, of the amount 'A' calculated in accordance with the following formula and rounded down to the nearest cent:

A = (B ÷ C) x D

where

B = the number of New AUI Shares that would otherwise have been issued to that Ineligible Foreign Shareholder had it not been an Ineligible Foreign Shareholder and which were issued to the Sale Agent;

C = the total number of New AUI Shares which would otherwise have been issued to all Ineligible Foreign Shareholders and which were issued to the Sale Agent; and

D = the Net Proceeds (as defined in clause 5.3(a)(2)).

(b) The Ineligible Foreign Shareholders acknowledge that none of AUI, DUI or the Sale Agent gives any assurance as to the price that will be achieved for the sale of New AUI Shares described in clause 5.3(a) and DUI, AUI and the Sale Agent expressly disclaim any fiduciary duty to the Ineligible Foreign Shareholders which may arise in connection with this clause 5.3.

(c) AUI must make, or procure the making of, payments to Ineligible Foreign Shareholders under clause 5.3(a) by either (in the absolute discretion of AUI, and despite any election referred to in clause 5.3(c)(1) or authority referred to in clause 5.3(c)(2) made or given by the Scheme Shareholder):

(1) if an Ineligible Foreign Shareholder has, before the Scheme Record Date, made a valid election in accordance with the requirements of the DUI Registry to receive dividend payments from DUI by electronic funds transfer to a bank account nominated by the Ineligible Foreign Shareholder, paying, or procuring the payment of, the relevant amount in Australian currency by electronic means in accordance with that election;

(2) paying or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Ineligible Foreign Shareholder by an appropriate authority from the Ineligible Foreign Shareholder to AUI; or

(3) dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian currency to the Ineligible Foreign Shareholder by prepaid post to their Registered Address (as at the Scheme Record Date), such cheque being drawn in the name of the Ineligible Foreign Shareholder (or in the case of joint holders, in accordance with the procedures set out in clause 5.2).

(d) Proceeds payable under clause 5.3(a) to Ineligible Foreign Shareholders with a Registered Address in New Zealand will be paid to a bank account nominated by that Ineligible Foreign Shareholder in the manner contemplated by clause 5.3(c)(1) or clause 5.3(c)(2) or other appropriate authority provided by the relevant Ineligible Foreign Shareholder to AUI. If an Ineligible Foreign

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Shareholder with a Registered Address in New Zealand has not nominated a bank account for receipt of payments, AUI may hold payment of the proceeds owed to that Ineligible Foreign Shareholder under clause 5.3(a) until a valid bank account has been nominated by an appropriate authority from the Ineligible Foreign Shareholder to AUI.

(e) If AUI receives professional advice that any withholding or other tax is required by law or by a Government Agency to be withheld from a payment to an Ineligible Foreign Shareholder, AUI is entitled to withhold the relevant amount before making the payment to the Ineligible Foreign Shareholder (and payment of the reduced amount shall be taken to be full payment of the relevant amount for the purposes of this Scheme, including clause 5.3(a)(3)). AUI must pay any amount so withheld to the relevant taxation authorities within the time permitted by law, notify the relevant Ineligible Foreign Shareholder in writing of such withholding and, if requested in writing by the relevant Ineligible Foreign Shareholder, provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt or other evidence) to the relevant Ineligible Foreign Shareholder.

(f) Each Ineligible Foreign Shareholder appoints AUI as its agent to receive on its behalf any financial services guide (or similar or equivalent document) or other notices (including any updates of those documents) that the Sale Agent is required to provide to Ineligible Foreign Shareholders under the Corporations Act or any other applicable law.

(g) Payment of the amount calculated in accordance with clause 5.3(a) to an Ineligible Foreign Shareholder in accordance with this clause 5.3 satisfies in full the Ineligible Foreign Shareholder's right to Scheme Consideration.

(h) Where the issue of New AUI Shares to which a Scheme Shareholder would otherwise be entitled under this Scheme would result in a breach of law:

(1) AUI will issue the maximum possible number of New AUI Shares to the Scheme Shareholder without giving rise to such a breach; and

(2) any further New AUI Shares to which that Scheme Shareholder is entitled, but the issue of which to the Scheme Shareholder would give rise to such a breach, will instead be issued to the Sale Agent and dealt with under the preceding provisions in this clause 5.3, as if a reference to Ineligible Foreign Shareholders also included that Scheme Shareholder and references to that person's New AUI Shares in that clause were limited to the New AUI Shares issued to the Sale Agent under this clause.

5.4 Unmarketable Parcel Shareholders

AUI will be under no obligation to issue any New AUI Shares under this Scheme to an Unmarketable Parcel Shareholder and instead:

(a) if there are Ineligible Foreign Shareholders and the process for dealing with the Scheme Consideration payable to Ineligible Foreign Shareholders set out in clause 5.3 applies, the New AUI Shares to which each Unmarketable Parcel Shareholder would otherwise be entitled will be treated under this Scheme as if the Unmarketable Parcel Shareholder was an Ineligible Foreign Shareholder (with the effect that the relevant New AUI Shares will be issued to the Sale Agent and sold under clause 5.3 and the proceeds dealt with in the same way as the proceeds of sale of the other New AUI Shares sold under clause 5.3, with each Unmarketable Parcel Shareholder being deemed to give the same acknowledgments and approvals in that regard as an Ineligible Foreign Shareholder); and

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(b) if there are no Ineligible Foreign Shareholders and, as a consequence, the process for dealing with the Scheme Consideration payable to Ineligible Foreign Shareholders set out in clause 5.3 does not apply:

(1) AUI must by no later than the Business Day before the Implementation Date, deposit, or procure the deposit of, in cleared funds an amount equal to the aggregate Market Value of the New AUI Shares to which all Unmarketable Parcel Shareholders would otherwise be entitled under this Scheme into an Australian dollar denominated trust account with an authorised deposit-taking institution (as defined in the *Banking Act 1959* (Cth)) operated by DUI as trustee for the Unmarketable Parcel Shareholders (provided that any interest on the amounts deposited (less bank fees and other charges) will be credited to AUI's account).

(2) As soon as reasonably practicable on or after the Implementation Date (and in any event no later than 3 Business Days after the Implementation Date), subject to the funds having been deposited in accordance with clause 5.4(b)(1), DUI must pay or procure the payment from the trust account referred to in clause 5.4(b)(1) to each Unmarketable Parcel Shareholder such amount of cash as is due to that shareholder as consideration equal to the Market Value of the New AUI Shares that would have otherwise been issued to that Unmarketable Parcel Shareholder had it not been an Unmarketable Parcel Shareholder.

(3) The obligations of DUI under clause 5.4(b)(2) will be satisfied by DUI (in its absolute discretion, and despite any election referred to in clause 5.4(b)(3)(A) or authority referred to in clause 5.4(b)(3)(B) made or given by the Unmarketable Parcel Shareholder):

(A) if an Unmarketable Parcel Shareholder has, before the Scheme Record Date, made a valid election in accordance with the requirements of the DUI Registry to receive dividend payments from DUI by electronic funds transfer to a bank account nominated by the shareholder, paying, or procuring the payment of, the relevant amount in Australian currency by electronic means in accordance with that election;

(B) paying, or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the shareholder by an appropriate authority from the shareholder to DUI; or

(C) dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian currency to the shareholder by prepaid post to their Registered Address (as at the Scheme Record Date), such cheque being drawn in the name of the shareholder (or in the case of joint holders, in accordance with the procedures set out in clause 5.2).

(4) Proceeds payable under clause 5.4(b)(2) to Unmarketable Parcel Shareholders with a Registered Address in New Zealand will be paid to a bank account nominated by that Unmarketable Parcel Shareholder in the manner contemplated by clause 5.4(b)(3)(A) or clause 5.4(b)(3)(B) or other appropriate authority provided by the relevant Unmarketable Parcel Shareholder to DUI. If an Unmarketable Parcel Shareholder with a Registered Address in New Zealand has not nominated a bank account for receipt of payments, DUI may hold payment of the proceeds owed to that Unmarketable Parcel

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Shareholder until a valid bank account has been nominated by an appropriate authority from the Unmarketable Parcel Shareholder to DUI.

(5) Payment of the cash consideration to an Unmarketable Parcel Shareholder in accordance with clause 5.4(b)(2) satisfies in full the Unmarketable Parcel Shareholder's right to Scheme Consideration.

(6) To the extent that, following satisfaction of DUI's obligations under clause 5.4(b)(2), there is a surplus in the amount held by DUI as trustee for the Unmarketable Parcel Shareholders in the trust account referred to in that clause, that surplus must be paid by DUI to AUI.

(c) An Unmarketable Parcel Shareholder that is not an Ineligible Foreign Shareholder may elect that the provisions of this clause 5.4 not be applied to them by validly completing and returning to the DUI Registry before the Effective Date an election form available on request from the DUI Registry, in which case they will receive the Scheme Consideration on implementation, subject to the terms of this Scheme.

5.5 Fractional entitlements

(a) Where the calculation of the number of New AUI Shares to be issued to a particular Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a New AUI Share, the fractional entitlement will:

(1) where the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New AUI Shares; and

(2) where the fractional entitlement is 0.5 or more, it will be rounded up to the nearest whole number of New AUI Shares.

(b) If AUI is of the opinion, formed reasonably, that several Unmarketable Parcel Shareholders have, before the Scheme Record Date, been party to a shareholding splitting or division in an attempt to obtain an advantage by reference to the entitlement of an Unmarketable Parcel Shareholder to receive consideration referred to in clause 5.4, AUI may direct DUI to give notice to those Unmarketable Parcel Shareholders:

(1) setting out the names and Registered Addresses of all of them;

(2) stating that opinion; and

(3) attributing to one of them specifically identified in the notice the DUI Shares held by all of them,

and, after the notice has been so given, the Unmarketable Parcel Shareholder specifically identified in the notice shall, for the purposes of this Scheme, be taken to hold all those DUI Shares and each of the other Unmarketable Parcel Shareholders whose names are set out in the notice shall, for the purposes of this Scheme, be taken to hold no DUI Shares.

5.6 Unclaimed monies

(a) AUI may cancel a cheque issued under this clause 5 if the cheque:

(1) is returned to DUI and AUI; or

(2) has not been presented for payment within six months after the date on which the cheque was sent.

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(b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to DUI and AUI (or the DUI Registry) (which request may not be made until the date which is 20 Business Days after the Implementation Date), AUI must reissue a cheque that was previously cancelled under this clause 5.6.

(c) The *Unclaimed Money Act 2008* (Vic) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 3 of that Act), but any interest or other benefit accrued from the unclaimed Scheme Consideration will be for the benefit of AUI.

5.7 Orders of a court or Government Agency

If written notice is given to DUI (or the DUI Registry) or AUI (or the AUI Registry) of an order or direction made by a court of competent jurisdiction or by another Government Agency that:

(a) requires consideration to be provided to a third party (either through payment of a sum or the issuance of a security) in respect of Scheme Shares held by a particular Scheme Shareholder, which would otherwise be payable or required to be issued to that Scheme Shareholder by AUI in accordance with this clause 5, then AUI shall be entitled to procure that provision of that consideration is made in accordance with that order or direction; or

(b) prevents AUI from providing consideration to any particular Scheme Shareholder in accordance with this clause 5, or the payment or issuance of such consideration is otherwise prohibited by applicable law, AUI shall be entitled to (as applicable):

(1) in the case of an Ineligible Foreign Shareholder, Unmarketable Parcel Shareholder or other shareholder referred to in clause 5.3, retain an amount, in Australian dollars, equal to the relevant shareholder's share of the Net Proceeds or consideration referred to in clause 5.4 (as applicable); or

(2) not to issue, or to issue to a trustee or nominee, such number of New AUI Shares as that Scheme Shareholder would otherwise be entitled to under clause 5.1,

until such time as provision of the Scheme Consideration in accordance with this clause 5 is permitted by that (or another) order or direction or otherwise by law.

5.8 Status of New AUI Shares

Subject to this Scheme becoming Effective, AUI must:

(a) issue the New AUI Shares required to be issued by it under this Scheme on terms such that each such New AUI Share will rank equally in all respects with each existing AUI Share and confer an entitlement to participate in and receive any entitlements accruing in respect of AUI Shares;

(b) ensure that each such New AUI Share is duly and validly issued in accordance with all applicable laws and AUI's constitution, fully paid and free from any mortgage, charge, lien, encumbrance or other security interest; and

(c) use all reasonable endeavours to ensure that the New AUI Shares issued as Scheme Consideration will be listed for quotation on the official list of ASX with effect from the first Business Day after the date this Scheme becomes Effective (or such later date as ASX may require), initially on a deferred settlement basis

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and, with effect from the first Business Day after the Implementation Date, on an ordinary (T+2) settlement basis.

6 Dealings in DUI Shares

6.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in DUI Shares or other alterations to the Share Register will only be recognised if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Share Register as the holder of the relevant DUI Shares before the Scheme Record Date; and

(b) in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received before the Scheme Record Date at the place where the Share Register is kept,

and DUI must not accept for registration, nor recognise for any purpose (except a transfer to AUI pursuant to this Scheme and any subsequent transfer by AUI or its successors in title), any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

6.2 Register

(a) DUI must register registrable transmission applications or transfers of the Scheme Shares that are received in accordance with clause 6.1(b) before the Scheme Record Date provided that, for the avoidance of doubt, nothing in this clause 6.2(a) requires DUI to register a transfer that would result in a DUI Shareholder holding a parcel of DUI Shares that is less than a 'marketable parcel' (for the purposes of this clause 6.2(a) 'marketable parcel' has the meaning given in the Operating Rules).

(b) If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or otherwise deal with, or purport or agree to dispose of or otherwise deal with, any Scheme Shares or any interest in them on or after the Scheme Record Date otherwise than pursuant to this Scheme, and any attempt to do so will have no effect and DUI shall be entitled to disregard any such disposal or dealing.

(c) For the purpose of determining entitlements to the Scheme Consideration, DUI must maintain the DUI Register in accordance with the provisions of this clause 6.2 until the Scheme Consideration has been provided to the Scheme Shareholders. The DUI Register in this form will solely determine entitlements to the Scheme Consideration.

(d) All statements of holding for DUI Shares (other than statements of holding in favour of any Excluded Shareholder) will cease to have effect after the Scheme Record Date as documents of title in respect of those shares and, as from that date, each entry current at that date on the DUI Register (other than entries on the DUI Register in respect of any Excluded Shareholder) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the DUI Shares relating to that entry.

(e) As soon as possible on or after the Scheme Record Date, and in any event by 5.00pm on the first Business Day as from the Scheme Record Date, DUI will ensure that details of the names, Registered Addresses and holdings of DUI

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Shares for each Scheme Shareholder as shown in the DUI Register are available to AUI in the form AUI reasonably requires.

(f) Each Scheme Shareholder agrees that the information referred to in clause 6.2(e) may be disclosed to AUI, its advisers, share registry and other services providers to the extent necessary to effect this Scheme.

7 Quotation of DUI Shares

(a) DUI must apply to ASX to suspend trading on the ASX in DUI Shares with effect from the close of trading on the Effective Date.

(b) On a date after the Implementation Date to be determined by AUI in consultation with ASX, DUI must apply:

(1) for termination of the official quotation of DUI Shares on the ASX; and

(2) to have itself removed from the official list of the ASX.

8 General Scheme provisions

8.1 Consent to amendments to this Scheme

If the Court proposes to approve this Scheme subject to any alterations or conditions:

(a) DUI may by its counsel consent on behalf of all persons concerned to those alterations or conditions to which AUI has consented; and

(b) each Scheme Shareholder agrees to any such alterations or conditions which DUI has consented to.

8.2 Scheme Shareholders' agreements and warranties

(a) Each Scheme Shareholder:

(1) agrees to the transfer of their DUI Shares together with all rights and entitlements attaching to those DUI Shares in accordance with this Scheme;

(2) agrees to the variation, cancellation or modification (if any) of the rights attached to their DUI Shares constituted by or resulting from this Scheme;

(3) agrees to, on the direction of DUI, destroy any holding statements or share certificates relating to their DUI Shares;

(4) that is issued AUI Shares agrees to become a member of AUI and to be bound by the terms of the constitution of AUI;

(5) who holds their DUI Shares in a CHESS Holding agrees to the conversion of those DUI Shares to an Issuer Sponsored Holding and irrevocably authorises DUI to do anything necessary or expedient (whether required by the Settlement Rules or otherwise) to effect or facilitate such conversion; and

(6) acknowledges and agrees that this Scheme binds DUI and all Scheme Shareholders (including those who do not attend the Scheme

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Meeting and those who do not vote, or vote against this Scheme, at the Scheme Meeting).

(b) Each Scheme Shareholder is taken to have warranted to DUI and AUI on the Implementation Date, and appointed and authorised DUI as its attorney and agent to warrant to AUI on the Implementation Date, that:

(1) all their DUI Shares (including any rights and entitlements attaching to those shares) will, at the time of transfer of them to AUI, be fully paid and free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;

(2) they have full power and capacity to sell and transfer their DUI Shares to AUI together with any rights and entitlements attaching to those shares; and

(3) they have no existing right to be issued any DUI Shares, or any options, performance rights, securities or other instruments exercisable, or convertible, into DUI Shares.

(c) DUI undertakes that it will provide such warranty in clause 8.2(b) to AUI as agent and attorney of each Scheme Shareholder.

8.3 Title to and rights in Scheme Shares

(a) To the extent permitted by law, the Scheme Shares (including all rights and entitlements attaching to the Scheme Shares) transferred under this Scheme to AUI will, at the time of transfer of them to AUI vest in AUI free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise and free from any restrictions on transfer of any kind.

(b) Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder in the manner contemplated by clause 5.1(a), 5.3 or 5.4 AUI will be beneficially entitled to the Scheme Shares to be transferred to it under this Scheme pending registration by DUI of AUI in the DUI Register as the holder of the Scheme Shares.

8.4 Appointment of sole proxy

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder in the manner contemplated by clause 5.1(a), 5.3 or 5.4 and until DUI registers AUI as the holder of all Scheme Shares in the DUI Register, each Scheme Shareholder:

(a) is deemed to have irrevocably appointed AUI as attorney and agent (and directed AUI in each such capacity) to appoint any director, officer, secretary or agent nominated by AUI as its sole proxy and, where applicable or appropriate, corporate representative to attend shareholders' meetings, exercise the votes attaching to the Scheme Shares registered in their name and sign any shareholders' resolution or document;

(b) must not attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to clause 8.4(a));

(c) must take all other actions in the capacity of a registered holder of Scheme Shares as AUI reasonably directs; and

(d) acknowledges and agrees that in exercising the powers referred to in clause 8.4(a), AUI and any director, officer, secretary or agent nominated by AUI under clause 8.4(a) may act in the best interests of AUI as the intended registered holder of the Scheme Shares.

8.5 Authority given to DUI

Each Scheme Shareholder, without the need for any further act:

(a) on the Effective Date, irrevocably appoints DUI and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of enforcing the Deed Poll against AUI, and DUI undertakes in favour of each Scheme Shareholder that it will enforce the Deed Poll against AUI on behalf of and as agent and attorney for each Scheme Shareholder; and

(b) on the Implementation Date, irrevocably appoints DUI and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of executing any document or doing or taking any other act necessary, desirable or expedient to give effect to this Scheme and the transactions contemplated by it, including (without limitation):

(1) executing the Scheme Transfer; and

(2) executing and delivering any deed or document required by AUI, that causes each Scheme Shareholder to become a shareholder of AUI and to be bound by the constitution of AUI,

and DUI accepts each such appointment. DUI as attorney and agent of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this clause 8.5 to all or any of its directors, officers, secretaries or employees (jointly, severally or jointly and severally).

8.6 Instructions and elections

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to DUI that are binding or deemed binding between the Scheme Shareholder and DUI relating to DUI or DUI Shares, including instructions, notifications or elections relating to:

(a) whether dividends are to be paid by cheque or into a specific bank account;

(b) payments of dividends on DUI Shares; and

(c) notices or other communications from DUI (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by AUI in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to AUI and to be a binding instruction, notification or election to, and accepted by, AUI in respect of the New AUI Shares issued to that Scheme Shareholder until that instruction, notification or election is revoked or amended in writing addressed to AUI at its registry.

8.7 Binding effect of Scheme

This Scheme binds DUI and all of the Scheme Shareholders (including those who did not attend the Scheme Meeting to vote on this Scheme, did not vote at the Scheme Meeting,

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or voted against this Scheme at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of DUI.

9 General

9.1 Stamp duty

AUI must:

(a) pay all stamp duty and any related fines and penalties in respect of this Scheme and the Deed Poll, the performance of the Deed Poll and each transaction effected by or made under this Scheme and the Deed Poll; and

(b) indemnify each Scheme Shareholder against any liability arising from failure to comply with clause 9.1(a).

9.2 Consent

Each of the Scheme Shareholders consents to DUI doing all things necessary or incidental to, or to give effect to, the implementation of this Scheme, whether on behalf of the Scheme Shareholders, DUI or otherwise.

9.3 Notices

(a) If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to DUI, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at DUI's registered office or at the office of the DUI Registry.

(b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by a DUI Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

9.4 Governing law

(a) This Scheme is governed by the laws in force in Victoria.

(b) The parties irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria and courts of appeal from them in respect of any proceedings arising out of or in connection with this Scheme. The parties irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

9.5 Further action

DUI must do all things and execute all documents necessary to give full effect to this Scheme and the transactions contemplated by it.

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9.6 No liability when acting in good faith

Each Scheme Shareholder agrees that neither DUI, AUI nor any director, officer, secretary or employee of any of those companies shall be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll in good faith.

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Annexure C

Deed Poll

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HERBERT SMITH
FREEHILLS
KRAMER

Deed

Deed poll

Australian United Investment Company Limited

80 Collins Street Melbourne Vic 3000 Australia
GPO Box 128 Melbourne Vic 3001 Australia

T +61 3 9288 1234 **F** +61 3 9288 1567
hsfkramer.com

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HERBERT SMITH FREEHILLS KRAMER

Deed poll

Date ▸ 10 March 2026

This deed poll is made

By **Australian United Investment Company Limited**
ACN 004 268 679 of Level 20, 101 Collins Street, Melbourne, Victoria 3000
(**AUI**)

in favour of each Scheme Shareholder.

Recitals

1 DUI and AUI entered into the Implementation Deed.

2 In the Implementation Deed, AUI agreed to make this deed poll.

3 AUI is making this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to undertake the actions attributed to AUI under the Scheme.

This deed poll provides as follows:

1 Definitions and interpretation

1.1 Definitions

(a) The meanings of the terms used in this deed poll are set out below.

Term	Meaning
DUI	Diversified United Investment Limited ACN 006 713 177.
First Court Date	the first day on which an application made to the Court for an order under subsection 411(1) of the Corporations Act convening the Scheme Meeting is heard or, if the application is adjourned or subject to appeal for any reason, the first day on which the adjourned application is heard.

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Term	Meaning
Implementation Deed	the merger implementation deed dated 30 January 2026 between DUI and AUI relating to the implementation of the Scheme.
Scheme	the scheme of arrangement under Part 5.1 of the Corporations Act between DUI and the Scheme Shareholders, substantially in the form attached to the Implementation Deed, or in such other form agreed to in writing by DUI and AUI, subject to any alterations or conditions made or required by the Court under subsection 411(6) of the Corporations Act and agreed to in writing by DUI and AUI.

(b) Unless the context otherwise requires, terms defined in the Scheme have the same meaning when used in this deed poll.

1.2 Interpretation

Clause 1 of the Scheme applies to the interpretation of this deed poll, except that references to 'this Scheme' are to be read as references to 'this deed poll'.

1.3 Nature of deed poll

AUI acknowledges that:

(a) this deed poll may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not party to it; and

(b) under the Scheme, each Scheme Shareholder irrevocably appoints DUI and each of its directors, officers and secretaries (jointly and each of them severally) as its agent and attorney to enforce this deed poll against AUI.

2 Conditions to obligations

2.1 Conditions

This deed poll and the obligations of AUI under this deed poll are subject to the Scheme becoming Effective.

2.2 Termination

The obligations of AUI under this deed poll to the Scheme Shareholders will automatically terminate and the terms of this deed poll will be of no force or effect if:

(a) the Implementation Deed is terminated in accordance with its terms; or

(b) the Scheme is not Effective on or before the End Date,

unless AUI and DUI otherwise agree in writing.

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2.3 Consequences of termination

If this deed poll terminates under clause 2.2, in addition and without prejudice to any other rights, powers or remedies available to it:

(a) AUI is released from its obligations under this deed poll; and

(b) each Scheme Shareholder retains the rights they have against AUI in respect of any breach of this deed poll which occurred before this deed poll was terminated.

3 AUI undertakings

3.1 Undertaking to issue Scheme Consideration

Subject to clause 2, AUI undertakes in favour of each Scheme Shareholder to:

(a) provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of the Scheme; and

(b) undertake all other actions, and give each acknowledgement, representation and warranty (if any), attributed to it under the Scheme,

subject to and in accordance with the provisions of the Scheme.

3.2 Shares to rank equally

AUI covenants in favour of each Scheme Shareholder that the New AUI Shares which are issued to each Scheme Shareholder in accordance with the Scheme will:

(a) rank equally in all respects with each existing AUI Share and confer an entitlement to participate in and receive any entitlements accruing in respect of AUI Shares; and

(b) be duly and validly issued in accordance with all applicable laws and AUI's constitution, fully paid and free from any mortgage, charge, lien, encumbrance or other security interest.

4 Warranties

AUI represents and warrants in favour of each Scheme Shareholder, in respect of itself, that:

(a) it is a corporation validly existing under the laws of its place of registration;

(b) it has the corporate power to enter into and perform its obligations under this deed poll and to carry out the transactions contemplated by this deed poll;

(c) it has taken all necessary corporate action to authorise its entry into this deed poll and has taken or will take all necessary corporate action to authorise the performance of this deed poll and to carry out the transactions contemplated by this deed poll;

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(d) this deed poll is valid and binding on it and enforceable against it in accordance with its terms; and

(e) this deed poll does not conflict with, or result in the breach of or default under, any provision of its constitution, or any writ, order or injunction, judgment, law, rule or regulation to which it is a party or subject or by which it is bound.

5 Continuing obligations

This deed poll is irrevocable and, subject to clause 2, remains in full force and effect until the earlier of the date on which:

(a) AUI has fully performed its obligations under this deed poll; or

(b) this deed poll is terminated under clause 2.

6 Notices

6.1 Form of Notice

A notice or other communication in respect of this deed poll (**Notice**) must be:

(a) in writing and in English and signed by or on behalf of the sending party; and

(b) addressed to AUI in accordance with the details set out below (or any alternative details nominated by AUI by Notice).

Attention	Charles Goode, Chairman
Address	Level 20, 101 Collins Street, Melbourne, Victoria 3000
Email address	Charles.Goode@flagstaffpartners.com Copy to (which will not constitute notice): Rodd.Levy@hsfkramer.com; and Kam.Jamshidi@hsfkramer.com.

If a person sends a communication contemplated by this deed poll other than by email, they must use all reasonable endeavours to send a copy of the communication promptly by email

6.2 How Notice must be given and when Notice is received

(a) A Notice must be given by one of the methods set out in the table below.

(b) A Notice is regarded as given and received at the time set out in the table below.

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However, if this means the Notice would be regarded as given and received outside the period between 9.00am and 5.00pm (addressee's time) on a Business Day (**business hours period**), then the Notice will instead be regarded as given and received at the start of the following business hours period.

Method of giving Notice	When Notice is regarded as given and received
By hand to the nominated address	When delivered to the nominated address.
By email to the nominated email address	When the party sending the email receives notification that the email was successfully transmitted and read by the receiving party, or if no such notification is received, four hours after the email was sent, unless the party sending the email receives notification that the email was not successfully transmitted.

6.3 Notice must not be given by electronic communication

A Notice must not be given by electronic means of communication (other than email as permitted in clause 6.2).

7 General

7.1 Stamp duty

AUI:

(a) must pay all stamp duty and any related fines and penalties in respect of the Scheme and this deed poll, the performance of this deed poll and each transaction effected by or made under the Scheme and this deed poll; and

(b) indemnifies each Scheme Shareholder against any liability arising from failure to comply with clause 7.1(a).

7.2 Governing law and jurisdiction

(a) This deed poll is governed by the law in force in Victoria.

(b) AUI irrevocably submits to the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria and courts of appeal from them in respect of any proceedings arising out of or in connection with this deed poll. AUI irrevocably waives any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

7.3 Waiver

(a) AUI may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver.

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(b) No Scheme Shareholder may rely on words or conduct of AUI as a waiver of any right unless the waiver is in writing and signed by AUI.

(c) The meanings of the terms used in this clause 7.3 are set out below.

Term	Meaning
conduct	includes delay in the exercise of a right.
right	any right arising under or in connection with this deed poll and includes the right to rely on this clause.
waiver	includes an election between rights and remedies, and conduct which might otherwise give rise to an estoppel.

7.4 Variation

A provision of this deed poll may not be varied by AUI unless:

(a) if before the First Court Date, the variation is agreed to by DUI; or

(b) if on or after the First Court Date, the variation is agreed to by DUI and the Court indicates that the variation would not of itself preclude approval of the Scheme,

in which event AUI will enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation.

7.5 Cumulative rights

The rights, powers and remedies of AUI and the Scheme Shareholders under this deed poll are cumulative and do not exclude any other rights, powers or remedies provided by law independently of this deed poll.

7.6 Assignment

(a) The rights created by this deed poll are personal to AUI and each Scheme Shareholder and must not be dealt with at law or in equity without the prior written consent of AUI.

(b) Any purported dealing in contravention of clause 7.6(a) is invalid.

7.7 Further action

AUI must, at its own expense, do all things and execute all documents necessary to give full effect to this deed poll and the transactions contemplated by it.

HERBERT SMITH
FREEHILLS
KRAMER

Signing page

Executed as a deed poll

Signed sealed and delivered by
Australian United Investment Company Limited
by

sign here ▶		*sign here* ▶	
	Company Secretary		Director
print name	James Pollard	*print name*	Charles Goode

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Annexure D

Notice of Scheme Meeting

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Diversified United Investment Limited

DIVERSIFIED UNITED INVESTMENT LIMITED

ACN 006 713 177

NOTICE OF SCHEME MEETING

Notice is hereby given that, by an order of the Federal Court of Australia pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a hybrid meeting of shareholders of Diversified United Investment Limited (**DUI** or the **Company**) (other than the Excluded Shareholder) will be held in-person at 12.00 pm (Melbourne time) at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne, VIC 3000 on Thursday, 16 April 2026 and will also be accessible virtually via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26 (**Scheme Meeting**).

Items of business

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without amendment or any alterations or conditions required by the Court to which the Company and Australian United Investment Company Limited (**AUI**) agree in writing) to be made between DUI and Scheme Shareholders.

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part. Additional information about the Scheme Meeting is set out in the explanatory notes that accompany and form part of this Notice of Scheme Meeting.

Capitalised terms used but not defined in this Notice of Scheme Meeting have the defined meanings set out in Section 14 (Glossary) of the Scheme Booklet unless the context otherwise requires.

Scheme Resolution

The Scheme Meeting will be asked to consider and, if thought fit, to pass (with or without amendment) the following resolution (**Scheme Resolution**):

> *"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Diversified United Investment Limited and the DUI Shareholders (other than the Excluded Shareholder), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Diversified United Investment Limited and Australian United Investment Company Limited agree in writing."*

Dated: 12 March 2026

By order of the Court

Diversified United Investment Limited



Stephen Hiscock
Chairman of the Independent Board Committee

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Diversified United Investment Limited

EXPLANATORY NOTES

General

This notice of meeting and the Scheme Resolution should be read in conjunction with the scheme booklet of which this notice forms part (**Scheme Booklet**). This Scheme Booklet contains important information to assist DUI Shareholders (other than the Excluded Shareholder) in determining how to vote on the Scheme Resolution.

A copy of the Scheme is set out in Annexure B of the Scheme Booklet.

Independent Directors' recommendation and voting intention

As noted in the Scheme Booklet, the Independent Directors believe that the Scheme is in the best interests of DUI Shareholders (other than the Excluded Shareholder), and unanimously recommend that DUI Shareholders (other than the Excluded Shareholder) approve the Scheme by voting in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert maintaining its conclusion that the Scheme is fair and reasonable and, therefore, is in the best interests of DUI Shareholders (other than the Excluded Shareholder), in the absence of a Superior Proposal.

Each Independent Director intends to vote, or cause to be voted, all DUI Shares owned or controlled by them in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of DUI Shareholders (other than the Excluded Shareholder).

Mr Charles Goode AC (the Chairman of both DUI and AUI) and Mr Anthony Burgess AO (a Governor of The Ian Potter Foundation, which has entered into the IPF Option Agreement with AUI in connection with the Scheme) are not Independent Directors. As such, Mr Charles Goode AC and Mr Anthony Burgess AO have not made, and will not make, a recommendation in respect of the Scheme Resolution.

Scheme Meeting format

The Scheme Meeting will be held as a hybrid meeting. This means that DUI Shareholders and their authorised proxies, attorneys and corporate representatives (as applicable) will be able to attend and participate in the Scheme Meeting in person at 12.00 pm at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne, VIC 3000 on Thursday, 16 April 2026 or may participate in the Scheme Meeting virtually via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DUISCHEME26. Further details on how to participate in, and vote at, the Scheme Meeting is set out below. To attend the Scheme Meeting virtually via the Online Scheme Meeting Platform, we recommend logging in at least 15 minutes prior to the scheduled start time for the Scheme Meeting using the instructions below:

- on your personal device, computer or online device, enter the Online Scheme Meeting Platform via https://meetings.openbriefing.com/DUISCHEME26;

- DUI Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of their proxy form and postcode to access the Online Scheme Meeting Platform;
- Proxyholders will need their proxy code to access the Online Scheme Meeting Platform which MUFG Corporate Markets will provide via email no later than the day prior to the Scheme Meeting.

Scheme Meeting considerations and DUI Shareholder questions

A discussion will be held on all items to be considered at the Scheme Meeting. All DUI Shareholders (other than the Excluded Shareholder), including those attending virtually, will be able to watch, listen and will have a reasonable opportunity to ask questions during the Scheme Meeting.

Further information on how to participate during the meeting is set out in the online platform guide, available on our website at www.dui.com.au/merger.

Written questions may also be submitted in advance of the Scheme Meeting and must be received by DUI or MUFG Corporate Markets by 12.00 pm on Tuesday, 14 April 2026, and can be submitted prior to the Scheme Meeting online or by mail.

Voting procedure

The Scheme Resolution considered at the Scheme Meeting will be conducted by poll. Voting results will be announced to the Australian Securities Exchange (ASX) as soon as practicable after the meeting.

Quorum

A quorum for a meeting of DUI Shareholders (other than the Excluded Shareholder) is any three members present at the meeting and entitled to vote on a resolution at the meeting.

Majorities required

In accordance with section 411(4)(a) of the Corporations Act, for the Scheme to be approved by DUI Shareholders (other than the Excluded Shareholder), the Scheme Resolution must be passed by:

- at least 75% of the total number of votes cast on the Scheme Resolution by DUI Shareholders (other than the Excluded Shareholder) present and voting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative); and
- unless the Court orders otherwise, a majority in number (more than 50%) of DUI Shareholders (other than the Excluded Shareholder) present and voting at the Scheme Meeting (either in person, virtually or by proxy, attorney or, in the case of corporate DUI Shareholders, body corporate representative).

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Court approval

Pursuant to section 411(4)(b) of the Corporations Act, to become Effective, the Scheme must be approved by the order of the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC. If the Scheme Resolution set out in this notice is agreed to by the required majorities set out above and the conditions set out in the Scheme are satisfied or waived (where capable of waiver), DUI will apply to the Court for the necessary orders to give effect to the Scheme.

Entitlement to vote

DUI has determined, in accordance with regulation 7.11.37 of the Corporations Regulations, that the DUI Shares quoted on ASX at 7.00 pm (Melbourne time) on Tuesday, 14 April 2026 are taken for the purpose of the general meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Scheme Meeting.

Registrable transmission applications to transfers registered after this time will be disregarded in determining entitlements to participate in and vote at the Scheme Meeting either online, by direct vote, proxy or attorney, or in the case of a corporate DUI Shareholder (other than the Excluded Shareholder), by a corporate representative.

Voting exclusion

DUI will disregard any votes cast on the Scheme Resolution by the Excluded Shareholder, being AUI, unless the vote is cast by such persons as proxy for a person who is entitled to vote, in accordance with the directions on their proxy form.

How to vote

DUI Shareholders entitled to vote at the Scheme Meeting may vote:

- **by attending the Scheme Meeting in person**, by attending the Scheme Meeting at 12.00 pm at the offices of Ashurst Australia, Level 16, 80 Collins Street, South Tower, Melbourne, VIC 3000 on Thursday, 16 April 2026;
- **by attending the Scheme Meeting virtually via the Online Scheme Meeting Platform,** by participating and voting via the online platform during the Scheme Meeting at https://meetings.openbriefing.com/DUISCHEME26;
- **by proxy or direct vote**, by lodging a proxy or direct vote online at https://au.investorcentre.mpms.mufg.com or by completing, signing and lodging a proxy form for the Scheme Meeting in accordance with the instructions set out on the form. To be valid, your proxy form, together with any power of attorney or authority under which the proxy form is signed, must be received by the DUI Share Registry by 12.00 pm on Tuesday, 14 April 2026;

- **by attorney**, by appointing an attorney to attend and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the DUI Share Registry by 12.00 pm on Tuesday, 14 April 2026; or
- **by corporate representative**, in the case of a DUI Shareholder (other than the Excluded Shareholder) who is a body corporate, by appointing a corporate representative to attend and vote at the Scheme Meeting on behalf of that DUI Shareholder and providing a duly executed certificate of appointment (in accordance with sections 250D and 253B of the Corporations Act). The evidence of appointment must be lodged with the DUI Share Registry prior to the Scheme Meeting.

Proxy voting by the Chairman of the Scheme Meeting

If a signed proxy form submitted by a DUI Shareholder (other than the Excluded Shareholder) does not name the proxy or proxies in whose favour it is given, the Chairman of the Scheme Meeting will act as proxy. As Mr Charles Goode AC is not an independent director for the purposes of the Scheme, Mr Stephen Hiscock will act as the Chairman of the Scheme Meeting.

Proxy appointments in favour of the Chairman of the Scheme Meeting or any Independent Director which do not contain a direction as to how to vote will be voted in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to continuing to conclude that the Scheme is in the best interests of the DUI Shareholders (other than the Excluded Shareholder).

Jointly held securities

If DUI Shares are held jointly and more than one shareholder votes in respect of jointly held DUI Shares, only the vote of the shareholder whose name appears first in the DUI Share Register will count.

Technical difficulties

Technical difficulties may arise during the course of the Scheme Meeting. The Chairman has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of DUI Shareholders (other than the Excluded Shareholder) impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Scheme Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, DUI Shareholders (other than the Excluded Shareholder) are encouraged to lodge a directed proxy in advance of the Scheme Meeting.

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Corporate directory

Registered office and principal place of business
Diversified United Investment Limited
ACN 006 713 177
Level 20, 101 Collins Street
Melbourne VIC 3000

Legal adviser

Ashurst Australia
Level 16, 80 Collins Street, South Tower
Melbourne VIC 3000

Independent Expert

Kroll Australia Pty Ltd
Level 32, 85 Castlereagh St
Sydney NSW 2000

DUI Share Registry

MUFG Corporate Markets (AU) Limited
Liberty Place
Level 41, 161 Castlereagh Street
Sydney NSW 2000

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DUI

DIVERSIFIED UNITED INVESTMENT LIMITED

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