

DUET Company Limited
ABN 93 163 100 061
DUET Investment Holdings Limited
ABN 22 120 456 573
DUET Finance Limited
ABN 15 108 014 062
AFS Licence No. 269287

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26 September 2016

ASX RELEASE

DUET GROUP 2016 GENERAL AND ANNUAL GENERAL MEETINGS

DUET Company Limited (DUETCo), DUET Investment Holdings Limited (DIHL), DUET Finance Limited (DFL) and DUET Finance Trust (DFT) hereby notify you of their upcoming General and Annual General Meetings (the Meetings).

The Meetings will be held at:

Location: The Mint, 10 Macquarie Street, Sydney 2000

Time and date: 11.00am on Wednesday, 16 November 2016

The Meetings will provide an overview of DUET's activities for the year ended 30 June 2016 as well as an update on recent developments.

The attached DUET Group Notice of Meeting 2016 (including explanatory notes) provides details of the items of business to be considered by securityholders.

Securityholders are encouraged to:

- read the Notice of Meeting in full;
- attend the Meetings, which will provide you with an opportunity to meet DUET's directors and executive management and to ask questions regarding your investment; and
- vote on the resolutions as set out in the Notice of Meeting.

If you are unable to attend the Meetings in person, the following options are available:

1. View the Meetings via webcast: www.duet.net.au
2. Teleconference

Toll Free Access Numbers

Australia	1 800 558 698
Alternate Australia Toll Free	1 800 809 971
New Zealand	0800 453 055
Hong Kong	800 966 806
Singapore	800 101 2785
UK	0800 051 8245
US	(855) 881 1339

Local Access Numbers

Australia	02 9007 3187
Japan	+61 2 9007 3187
Hong Kong	+61 2 9007 3187
Singapore	+61 2 9007 3187
UK	+61 2 9007 3187
US Local (NY)	(914) 202 3258
US (Local LA)	(909) 235 4020
US (Local Chicago)	(815) 373 2080

Password: 937274

For further information, please contact:

Investor Enquiries:

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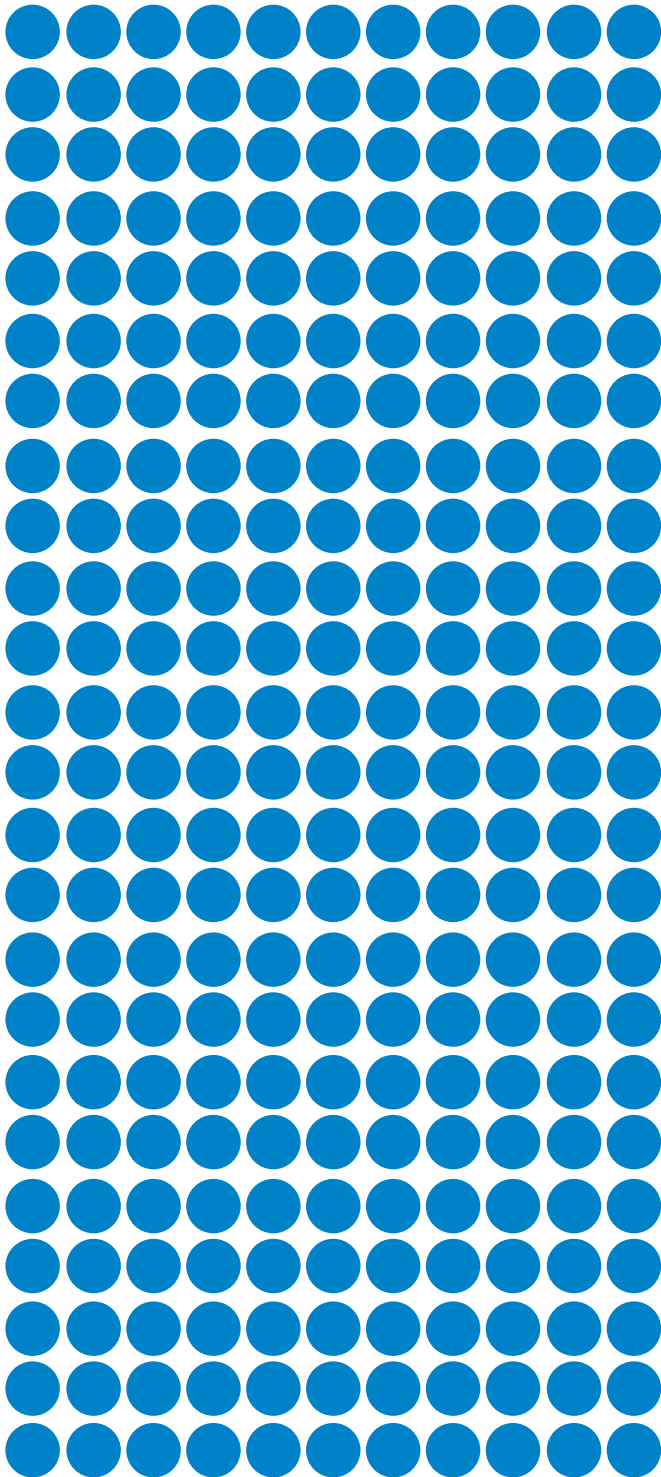
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DUET INVESTMENT HOLDINGS LIMITED

(ACN 120 456 573)

Notice of Annual General Meeting 2016

DUET COMPANY LIMITED

(ACN 163 100 061)

Notice of Annual General Meeting 2016

DUET FINANCE TRUST

(ARSN 109 363 135)

Notice of General Meeting 2016

DUET FINANCE LIMITED

(ACN 108 014 062)

Notice of Annual General Meeting 2016

**11:00am Sydney time
Wednesday 16 November 2016**

**The Mint
10 Macquarie Street
Sydney NSW 2000**



**Notice of Meeting
2016**

DUET Group

1. Background

The DUET Group (“DUET”) is a quadruple stapled structure and comprises the following entities:

- DUET Investment Holdings Limited (“DIHL”);
- DUET Company Limited (“DUETCo”);
- DUET Finance Trust (“DFT”); and
- DUET Finance Limited (“DFL”).

The issued units of DFT and the issued shares of DFL, DIHL and DUETCo are stapled together and quoted jointly on the ASX and are referred to as the DUET Stapled Securities. As a result, each such unit or share cannot be traded separately.

2. General Meetings

The Annual General Meeting of DIHL, the Annual General Meeting of DUETCo and the General Meeting of DFT and the Annual General Meeting of DFL (the “Meetings”), will be held at **11:00am Sydney time on Wednesday 16 November 2016** at:

**The Mint
10 Macquarie Street
Sydney NSW 2000**

Section 3 of this Explanatory Memorandum explains the business of the Meetings, the Notices of Meeting are contained in **section 4**, and voting information is contained in **section 5**. A proxy form accompanies this Explanatory Memorandum.

It is recommended that DUET Securityholders read this Explanatory Memorandum in full and seek professional advice if they are uncertain about how they should cast their votes at the Meetings.

The Directors unanimously recommend that DUET Securityholders vote in favour of the resolutions set out in the Notices of Meeting.

Capitalised terms are defined in the Glossary in **section 6** of this Explanatory Memorandum.

Financial Report

A copy of the DUET consolidated financial report for the period ended 30 June 2016 and the financial reports for each of DUETCo, DIHL, DFL and DFT are available on the DUET website: www.duet.net.au

3. Business

The following items of ordinary business are to be put before the Securityholders at the Meetings:

- to receive and consider the audited financial statements of DIHL, DUECo and DFL for the period to 30 June 2016;
- to adopt the Remuneration Report for DIHL, DUECo and DFL, which is included in the Directors' Report for DUET for the period to 30 June 2016;
- to re-elect some of the incumbent Directors of DIHL, DUECo and DFL;
- to elect a Director to the Boards of DIHL and DUECo following his appointment to the Boards as a casual vacancy during the year.

In addition, the following item of special business is to be put before the Securityholders at the Meetings:

- to refresh the placement capacity following the institutional placement which completed on 6 April 2016 to fund the acquisition by DIHL of Alcoa of Australia's 20% interest in DBP.

Further explanation of each item of business and each corresponding resolution is provided below and the full form of the resolutions is set out in the Notices of Meeting in **section 4** of this Explanatory Memorandum.

3.1 Ordinary Business

3.1.1 Financial accounts and reports

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of DIHL, DUECo and DFL for the most recent financial year will be laid before the Meetings although no resolution is required.

A DIHL shareholder, DUECo shareholder and a DFL shareholder (ie, a Securityholder) who is entitled to vote at the Meetings may submit a written question to DIHL, DUECo and DFL's auditor under section 250PA of the Corporations Act if the question is relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Any such Securityholder wanting to do so, must give the question to DIHL, DUECo and DFL (attention Leanne Pickering) at their address shown in the Corporate Directory no later than the 5th Business Day before the Meetings (ie, by 9 November 2016). The auditor will also be available at the Meetings to answer Securityholder questions on the conduct of the audit and the preparation and content of the Auditor's Report.

3.1.2 Resolution to adopt the Remuneration Report

DIHL Resolution 1, DUECo Resolution 1 and DFL Resolution 1

Under section 300A of the Corporations Act, each listed company must include a Remuneration Report in their Directors' Report and under section 250R(2) of the Corporations Act a resolution that each listed company's Remuneration Report be adopted must be put to shareholders. The Remuneration Report for each of DIHL, DUECo and DFL appears in the Directors' Report for the period ending 30 June 2016, which was sent to Securityholders and is also available from DUET's website www.duet.net.au.

The Remuneration Report describes the policies behind and sets out the remuneration arrangements in place for the DIHL, DUECo and DFL key management personnel (ie, in the case of DIHL, each DIHL Director, the Chief Executive Officer and the Chief Financial Officer, and in the case of DUECo and DFL, each DUECo and DFL Director respectively).

DUET's remuneration structure is designed to align executive and Securityholder interests and to attract, motivate and retain high performing executives and Board members.

An opportunity to ask questions about and make comments on the Remuneration Report will be provided at the Meetings.

In accordance with section 250R(3) of the Corporations Act, the votes on these resolutions are advisory only, and do not bind the DIHL, DUECo or DFL Directors. The Remuneration Committees will take the discussion on these resolutions and the outcome of the votes into account when considering future remuneration arrangements.

No votes may be cast on these resolutions by members of the key management personnel of DUET (or their closely related parties). However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on these resolutions, appointed by way of a proxy form that directs how the proxy is to vote on the resolutions.

Any undirected proxies may be voted by the appointed proxies as they choose, subject to the following:

- Any undirected proxy in relation to these resolutions given to a Director (other than the Chairman), being a member of the key management personnel of DUET, or their closely related parties, will not be voted on these resolutions. To allow such a proxy to vote on the resolutions, Securityholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form.
- If a Securityholder appoints the Chairman as the Securityholder's proxy in relation to these resolutions, the

Chairman will be entitled to vote an undirected proxy if the Securityholder's proxy appointment expressly authorises the Chairman to exercise the proxy, even if the resolution relates to the remuneration of a member of key management personnel of DIHL, DUECo or DFL.

3.1.3 Director elections

In accordance with the Listing Rules, each of DIHL, DUECo and DFL seek Securityholder approval for the appointment of new Directors to the respective Boards and the re-election of some of the incumbent Directors.

Each of the Boards of DIHL, DUECo and DFL has confirmed the independence of the relevant Directors seeking election at the Meetings in light of the commentary in Recommendation 2.3 of the Third Edition of the ASX Corporate Governance Council Principles and Recommendations (the "Principles"). In particular, each Board considers that its Directors seeking election at the Meetings are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of DUET and its Securityholders.

The qualifications, experience and DUET securityholding of each of the Directors seeking election are set out below. DUET has previously undertaken, with no adverse information revealed, appropriate background checks (including character, experience, education, criminal record and bankruptcy history) for each Director, including those seeking election at the Meetings.

The election of all Directors is unanimously recommended by each relevant Board.

Director details

Re-election of Mr Douglas Halley as Director of DIHL and DUECo *DIHL Resolution 2 and DUECo Resolution 2*

Douglas Halley - BCom (UNSW), MBA (UNSW), FAICD, FTA

Independent Director	
DUET securityholding:	200,442
Tenure as Director:	10.5 years
Last election by Securityholders:	19 November 2014

Mr Halley joined the DUET stapled group entity boards in February 2006 as an independent director and became the independent chairman of the DUET Group following the internalisation of DUET's management arrangements in December 2012. Since 2 August 2013, Mr Halley has served as the chairman of the DUET Corporate Arm entities.

Mr Halley has held senior financial and general management positions for over 30 years in Australia, UK and the Netherlands. He has strong skills in banking and commercial sectors in treasury, finance, business development, investor relations, restructuring, corporate strategy and large scale acquisitions and divestments.

His experience has been gained in executive positions at national or Asia Pacific level with Phillips Electrical, Hill Samuel Australia (now Macquarie Bank), Rothschild Australia, Goodman Fielder, John Fairfax Holdings (now Fairfax Media), IBM Global Services and Thomson Corporation (now Thomson Reuters). Since 2007 Mr Halley has been focusing on advisory and non-executive board activities. He has prior listed company board experience with John Fairfax Holdings (now Fairfax Media), Television and Media Services, Mikoh Corporation Ltd (now Kollakorn Corporation Limited) and Vocation Limited.

Mr Halley is also a director of Print & Digital Publishing Pty Limited ("Time Out Sydney").

The Directors have confirmed Mr Halley's classification as an independent director in light of the Principles. In particular, Mr Halley's tenure of 10.5 years is considered to enhance DUET's governance by utilising his corporate memory and depth of understanding of DUET and its operating businesses.

The Directors (other than Mr Halley) unanimously recommend that DUET Securityholders vote in favour of the re-election of Mr Halley as Director of DIHL and DUECo.

3. Business

(continued)

To pass these resolutions, more than 50% of the votes cast by DUET Securityholders entitled to vote on the resolutions must be cast in favour of the resolutions.

Re-election of Ms Shirley In't Veld as Director of DIHL and DUECo

DIHL Resolution 3 and DUECo Resolution 3

Shirley In't Veld - BCom LLB (Hons) (Melb), FAICD

Independent Director	
DUET securityholding:	50,000
Tenure as Director:	3 years
Last election by Securityholders:	19 November 2014

Ms In't Veld joined the DUET Group as an independent director as part of the DUET restructure in August 2013.

Ms In't Veld was the Managing Director of Verve Energy for five years, relinquishing her position in April 2012. Prior to her role at Verve Energy, Ms In't Veld was Vice President Primary Business Development with Alcoa, and from 2001–2004 she was the Managing Director of Alcoa Australia Rolled Products. Ms In't Veld commenced her career as a commercial lawyer with Mallesons and has also held senior legal, commercial and marketing positions with WMC Resources Ltd, Bond Corporation and BankWest.

Ms In't Veld has held industry group representation positions with the Energy Supply Association of Australia, the Packaging Council of Australia and the Aluminium Council of Australia. Ms In't Veld was previously a member of the Renewable Energy Target Review Panel, Chairperson of the Queensland Expert Electricity Panel and a board member of Asciano Ltd and the Association of Mining and Exploration Companies in WA (AMEC).

Ms In't Veld is currently the independent lead reviewer for the Bureau of Meteorology's efficiency review and a member of the Takeovers Panel.

Current directorships are: Deputy Chairperson of Co-operative Research Centre for Landscape Evolution in Mineral Exploration (CSIRO), Director of Perth Airport Pty Ltd, NBN Co and Northern Star Resources Limited.

The Directors have confirmed Ms In't Veld's classification as an independent director in light of the Principles.

The Directors (other than Ms In't Veld) unanimously recommend that DUET Securityholders vote in favour of the election of Ms In't Veld as a Director of DIHL and DUECo.

To pass these resolutions, more than 50% of the votes cast by DUET Securityholders entitled to vote on the resolutions must be cast in favour of the resolutions.

Election of Mr Stewart Butel as Director of DIHL and DUECo

DIHL Resolution 4 and DUECo Resolution 4

Stewart Butel - BScience (Geology), Grad Diploma of Business Studies, GAICD

Independent Director	
DUET securityholding:	Nil
Tenure as Director:	2 months

Mr Butel joined the Boards in September 2016 as an independent director after retiring in mid 2016 as Managing Director of Wesfarmers Resources, a position held for 10 years.

Mr Butel is a geologist who has over 40 years of experience in the coal mining industry. During this time he has held positions covering operations, technology, major projects, M&A and strategy. Mr Butel was Managing Director of Curragh Queensland Mining / Arco Coal where, in 2000, he led the sale of the mine to Wesfarmers. Mr Butel was Managing Director of Wesfarmers Premier Coal from 2002 to 2005 before being appointed as Managing Director of Wesfarmers Resources in 2006.

Until late September 2016 Mr Butel was also the President of the Queensland Resources Council, the peak industry association which represents Queensland's minerals and energy companies.

The Directors have confirmed Mr Butel's classification as an independent director in light of the Principles.

The Directors (other than Mr Butel) unanimously recommend that DUET Securityholders vote in favour of the election of Mr Butel as a Director of DIHL and DUECo.

To pass these resolutions, more than 50% of the votes cast by DUET Securityholders entitled to vote on the resolutions must be cast in favour of the resolutions.

Re-election of Ms Jane Harvey as Director of DFL DFL Resolution 2

Jane Harvey - BCom (Melb), MBA (Melb), FCA, FAICD

Independent Director	
DUET securityholding:	23,000
Tenure as Director:	3 years
Last election by Securityholders:	19 November 2014

Ms Harvey joined the DUET Group as an independent director as part of the DUET restructure in August 2013.

As a Partner at PricewaterhouseCoopers, Ms Harvey provided many years of consulting advice to the utilities sector including commercialisation and privatisation of both gas and electricity entities across Australia.

Ms Harvey retired from PricewaterhouseCoopers in 2002, and since then has developed a portfolio of board positions. Ms Harvey was formerly a director of David Jones Limited and Medibank Private Limited.

Current directorships are: Non executive director of IOOF Holdings Limited, Colonial Foundation Trust and Orygen – The National Centre of Excellence in Youth Mental Health, UGL Limited and the Bupa Australia and New Zealand Board. Ms Harvey chairs a number of Audit and Risk Committees on these Boards and is also a Council member of the Australian Institute of Company Directors (Vic) and a member of the ASIC NED Advisory Panel.

The Directors have confirmed Ms Harvey's classification as an independent director in light of the Principles.

The Directors (other than Ms Harvey) unanimously recommend that DUET Securityholders vote in favour of the election of Ms Harvey as a Director of DFL.

To pass this resolution, more than 50% of the votes cast by DUET Securityholders entitled to vote on the resolution must be cast in favour of the resolution.

3.2 Special Business

3.2.1 Refreshing of placement capacity

DIHL Resolution 5, DUECo Resolution 5, DFL Resolution 3 and DFT Resolution 1

On 6 April 2016, DUET completed an institutional placement to raise approximately \$200 million to fund the acquisition by DIHL of Alcoa of Australia's 20% interest in DBP that was announced on 31 March 2016, and completed on 6 April 2016.

Under ASX Listing Rule 7.1, DUECo, DIHL, DFT and DFL are limited to issuing up to 15% of their respective issued capital in any 12 month period without Securityholder approval. However, under Listing Rule 7.4, DUET may seek subsequent Securityholder approval to specified issues of securities within the previous 12 months, and if that approval is granted, such issues are, for placement capacity purposes, treated as if they were issues that received prior Securityholder approval and, as such, do not count toward the annual 15% placement limit. DUET is seeking Securityholder approval to the issue of the DUET Stapled Securities under the 2016 Placement described in the table below.

Nature of issue	Number of DUET Stapled Securities allotted	Issue price of DUET Stapled Securities	Terms of the DUET Stapled Securities	Basis of allottee determination	Use or intended use of funds raised
Institutional placement (allotment 6 April 2016)	90,909,091	\$2.20	New DUET Stapled Securities ranking equally with existing DUET Stapled Securities on issue	Placement to selected institutional, professional and other wholesale investors	To provide funding for the acquisition by DIHL of Alcoa of Australia's 20% interest in DBP.

3. Business

(continued)

The 2016 Placement price of \$2.20 per DUET Stapled Security was completed at a discount of 3.5% to the closing price on the last day of ASX trading before the announcement of the 2016 Placement on 30 March 2016, being \$2.28.

The DUET Boards believe that it is in the best interests of DUET to maintain the ability to issue up to its full placement capacity, including so that DUET may take advantage of commercial opportunities that may arise in the course of its activities as and when those opportunities arise.

DUET also notes that it launched a security purchase plan (SPP) to eligible DUET Securityholders at an offer price of \$2.18 per new DUET Stapled Security which raised \$45.6 million. All valid applications from eligible stapled securityholders were accepted.

To pass these resolutions, more than 50% of the votes cast by Securityholders entitled to vote on the resolutions must be in favour of these resolutions.

The Directors unanimously recommend that DUET Securityholders vote in favour of these resolutions.

Institutional investors that participated in the 2016 Placement and their Associates are excluded from voting on these resolutions as set out in **Section 4**, except a person acting solely in a fiduciary, nominee or custodial capacity ("Nominees") on behalf of, and as directed by, those beneficial owners of DUET Stapled Securities who are not otherwise excluded from voting under Listing Rule 14.11.

4. Notices of Meeting

NOTICE OF ANNUAL GENERAL MEETING

DUET Investment Holdings Limited (ACN 120 456 573)

Important: The resolutions set out in this Notice of Meeting should be read with the Explanatory Memorandum. Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings as set out in the Explanatory Memorandum.

Notice is given that the Annual General Meeting of DUET Investment Holdings Limited (ACN 120 456 573), together with the Annual General Meeting of DUET Company Limited (ACN 163 100 061), General Meeting of the DUET Finance Trust (ARSN 109 363 135) and the Annual General Meeting of DUET Finance Limited (ACN 108 014 062)) will be held at 11.00 am Sydney time on Wednesday, 16 November 2016 at The Mint, 10 Macquarie Street, Sydney to transact the following business:

Ordinary Business

Financial Accounts and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of DIHL, for the period ended 30 June 2016.

Remuneration Report

DIHL Resolution 1: Adopting the Remuneration Report

To consider and, if thought fit, to pass as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

"That DIHL adopt the Remuneration Report included in the Directors' Report of the DUET Group for the period ended 30 June 2016."

Voting Exclusion Statement

DIHL will disregard any vote cast on the resolution by or on behalf of a member of the key management personnel of DIHL or its closely related parties. However, DIHL need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DIHL is not obliged to disregard), in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DIHL is not obliged to disregard), such person having expressly authorised the chairman to vote an undirected proxy even if the resolution relates to the remuneration of a member of the key management personnel of DIHL.

Appointment of Directors

DIHL Resolution 2: Re-election of Mr Douglas Halley as a Director of DIHL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DIHL:

"That, Douglas Halley, who retires in accordance with article 10.3 of the DIHL Constitution and being eligible, be elected as a Director of DIHL."

DIHL Resolution 3: Re-election of Ms Shirley In't Veld as a Director of DIHL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DIHL:

"That, Shirley In't Veld, who retires in accordance with article 10.3 of the DIHL Constitution and being eligible, be elected as a Director of DIHL."

DIHL Resolution 4: Election of Stewart Butel as a Director of DIHL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DIHL:

"That, Stewart Butel, in accordance with article 10.8 of the DIHL constitution, be elected as a Director of DIHL."

4. Notices of Meeting (continued)

Special Business

DIHL Resolution 5: Refreshing of placement capacity

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DIHL:

“To approve and ratify (for all purposes including for the purposes of ASX Listing Rule 7.4) the prior issue of 90,909,091 shares in DIHL on 6 April 2016 to institutional investors as part of an institutional placement.”

Voting Exclusion Statement

DIHL will disregard any votes cast on the resolution by a person who participated in the placement and any of their Associates. However, DIHL need not disregard a vote if it is permitted by a waiver of the ASX Listing Rules to count the vote of any such person, or if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DIHL is not obliged to disregard) in accordance with the directions on the proxy form, or (if the person chairing the meeting is such an Associate) if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DIHL is not obliged to disregard) in accordance with a direction on the proxy form to vote as the proxy decides. See Section 5 for further information regarding voting by nominees.

The DIHL Directors recommend that you vote in favour of all of the resolutions.

BY ORDER OF THE BOARD OF DUET INVESTMENT HOLDINGS LIMITED



Leanne Pickering
Company Secretary

23 September 2016

NOTICE OF ANNUAL GENERAL MEETING

DUET Company Limited (ACN 163 100 061)

Important: The resolutions set out in this Notice of Meeting should be read with the Explanatory Memorandum. Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings as set out in the Explanatory Memorandum.

Notice is given that the Annual General Meeting of DUET Company Limited (ACN 163 100 061), together with the Annual General Meeting of DUET Investment Holdings Limited (ACN 120 456 573), the General Meeting of the DUET Finance Trust (ARSN 109 363 135) and the Annual General Meeting of DUET Finance Limited (ACN 108 014 062)) will be held at 11.00 am Sydney time on Wednesday, 16 November 2016 at The Mint, 10 Macquarie Street, Sydney to transact the following business:

Ordinary Business

Financial Accounts and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of DUECo, for the period ended 30 June 2016.

Remuneration Report

DUECo Resolution 1: Adopting the Remuneration Report

To consider and, if thought fit, to pass as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

"That DUECo adopt the Remuneration Report included in the Directors' Report of the DUET Group for the period ended 30 June 2016."

Voting Exclusion Statement

DUECo will disregard any vote cast on the resolution by or on behalf of a member of the key management personnel of DUECo or its closely related parties. However, DUECo need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DUECo is not obliged to disregard), in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DUECo is not obliged to disregard), such person having expressly authorised the chairman to vote an undirected proxy even if the resolution relates to the remuneration of a member of the key management personnel of DUECo.

Appointment of Directors

DUECo Resolution 2: Re-election of Mr Douglas Halley as a Director of DUECo

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DUECo:

"That, Douglas Halley, who retires in accordance with article 10.3 of the DUECo Constitution and being eligible, be elected as a Director of DUECo."

DUECo Resolution 3: Re-election of Ms Shirley In't Veld as a Director of DUECo

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DUECo:

"That, Shirley In't Veld, who retires in accordance with article 10.3 of the DUECo Constitution and being eligible, be elected as a Director of DUECo."

DUECo Resolution 4: Election of Stewart Butel as a Director of DUECo

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DUECo:

"That, Stewart Butel, in accordance with article 10.8 of the DUECo Constitution, be elected as a Director of DUECo."

4. Notices of Meeting (continued)

Special Business

DUECo Resolution 5: Refreshing of placement capacity

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DUECo:

“To approve and ratify (for all purposes including for the purposes of ASX Listing Rule 7.4) the prior issue of 90,909,091 shares in DUECo on 6 April 2016 to institutional investors as part of an institutional placement.”

Voting Exclusion Statement:

*DUECo will disregard any votes cast on the resolution by a person who participated in the placement and any of their Associates. However, DUECo need not disregard a vote if it is permitted by a waiver of the ASX Listing Rules to count the vote of any such person, or if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DUECo is not obliged to disregard) in accordance with the directions on the proxy form, or (if the person chairing the meeting is such an Associate) if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DUECo is not obliged to disregard) in accordance with a direction on the proxy form to vote as the proxy decides. See **section 5** for further information regarding voting by nominees.*

The DUECo Directors recommend that you vote in favour of all of the resolutions.

BY ORDER OF THE BOARD OF DUET COMPANY LIMITED



Leanne Pickering
Company Secretary

23 September 2016

NOTICE OF GENERAL MEETING

DUET Finance Trust (ARSN 109 363 135)

Important: The resolutions set out in this Notice of Meeting should be read with the Explanatory Memorandum. Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings as set out in the Explanatory Memorandum.

Notice is given that a General Meeting of the DUET Finance Trust (ARSN 109 363 135), together with the Annual General Meeting of DUET Finance Limited (ACN 108 014 062), Annual General Meeting of DUET Investment Holdings Limited (ACN 120 456 573) and the Annual General Meeting of DUET Company Limited (ACN 163 100 061) will be held at 11.00am Sydney time on Wednesday, 16 November 2016 at The Mint, 10 Macquarie Street, Sydney to transact the following business:

Ordinary Business

A general discussion of the activities of DUET Finance Trust.

Special Business

DFT Resolution 1: Refreshing of placement capacity

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DFT:

“To approve and ratify (for all purposes including for the purposes of ASX Listing Rule 7.4) the prior issue of 90,909,091 units in DFT on 6 April 2016 to institutional investors as part of an institutional placement.”

Voting Exclusion Statement:

*DFL as responsible entity of DFT will disregard any votes cast on the resolution by a person who participated in the placement and any of their Associates. However, DFL need not disregard a vote if it is permitted by a waiver of the ASX Listing Rules to count the vote of any such person, or if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard) in accordance with the directions on the proxy form, or (if the person chairing the meeting is such an Associate) if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard) in accordance with a direction on the proxy form to vote as the proxy decides. See **section 5** for further information regarding voting by nominees.*

The DFL Directors recommend that you vote in favour of all of the resolutions.

BY ORDER OF THE BOARD OF DUET FINANCE LIMITED



Leanne Pickering
Company Secretary

23 September 2016

4. Notices of Meeting (continued)

NOTICE OF ANNUAL GENERAL MEETING

DUET Finance Limited (ACN 108 014 062)

Important: The resolutions set out in this Notice of Meeting should be read with the Explanatory Memorandum. Terms and expressions used in this Notice of Meeting have, unless otherwise defined, the same meanings as set out in the Explanatory Memorandum.

Notice is given that the Annual General Meeting of DUET Finance Limited (ACN 108 014 062), together with the General Meeting of DUET Finance Trust (ARSN 109 363 135), the Annual General Meeting of DUET Investment Holdings Limited (ACN 120 456 573) and the Annual General Meeting of DUET Company Limited (ACN 163 100 061) will be held at 11.00am Sydney time on Wednesday, 16 November 2016 at The Mint, 10 Macquarie Street, Sydney to transact the following business:

Ordinary Business

Financial Accounts and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of DFL, for the period ended 30 June 2016.

Remuneration Report

DFL Resolution 1: Adopting the Remuneration Report

To consider and, if thought fit, to pass as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

"That DFL adopt the Remuneration Report included in the Directors' Report of the DUET Group for the period ended 30 June 2016."

Voting Exclusion Statement

DFL will disregard any vote cast on the resolution by or on behalf of a member of the key management personnel of DFL or its closely related parties. However, DFL need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard), in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard), such person having expressly authorized the chairman to vote an undirected proxy even if the resolution relates to the remuneration of a member of the key management personnel of DFL.

Appointment of Director

DFL Resolution 2: Re-election of Ms Jane Harvey as a Director of DFL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DFL:

"That, Jane Harvey, who retires in accordance with article 10.3 of the DFL Constitution and being eligible, be elected as a Director of DFL."

Special Business

DFL Resolution 3: Refreshing of placement capacity

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of DFL:

“To approve and ratify (for all purposes including for the purposes of ASX Listing Rule 7.4) the prior issue of 90,909,091 shares in DFL on 6 April 2016 to institutional investors as part of an institutional placement.”

Voting Exclusion Statement:

DFL will disregard any votes cast on the resolution by a person who participated in the placement and any of their Associates. However, DFL need not disregard a vote if it is permitted by a waiver of the ASX Listing Rules to count the vote of any such person, or if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard) in accordance with the directions on the proxy form, or (if the person chairing the meeting is such an Associate) if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DFL is not obliged to disregard) in accordance with a direction on the proxy form to vote as the proxy decides. See section 5 for further information regarding voting by nominees.

The DFL Directors recommend that you vote in favour of all of the resolutions.

BY ORDER OF THE BOARD OF DUET FINANCE LIMITED



Leanne Pickering
Company Secretary

23 September 2016

5. Voting Information

Voting

You can ensure your vote is cast, in one of four ways:

- attending the Meetings and voting in person or, if you are a corporate member, by a corporate representative voting for you;
- appointing a proxy to attend and vote for you, using the enclosed voting and proxy form;
- lodging your proxy form online through the Computershare Investor Services Pty Limited website, being www.investorvote.com.au (in which case your appointment will need to be authenticated in the manner described on that website);
- lodging your proxy via fax to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Intermediaries with access to Intermediary Online through Computershare Investor Services Pty Limited should lodge their votes through www.intermediaryonline.com.

Part 2G.4 Division 6 of the Corporations Act sets out the voting calculations to apply for the General Meeting of a trust. On a poll, each unitholder of DFT has 1 vote for each dollar of the value of the total interest they have in DFT. Part 2G.2 Division 7 of the Corporations Act sets out the voting calculations to apply for the Annual General Meetings of DIHL, DUECo and DFL. On a poll, each DIHL, DUECo or DFL shareholder has 1 vote for each share they hold in DIHL, DUECo or DFL, subject to any rights or restrictions attached to any class of shares.

Voting in person

If you plan to attend the Meetings, we ask that you arrive at the venue at least 30 minutes before the time designated for the Meetings so that we may check your security holding against our register of security holders and note your attendance. The Meetings will be held at 11:00 am Sydney time on Wednesday, 16 November 2016 at The Mint, 10 Macquarie Street, Sydney NSW 2000.

Voting by corporate representative

If a corporate member plans to attend, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the Meetings signed under the corporation's common seal or in accordance with section 127 of the Corporations Act.

Voting by proxy

If you do not intend to attend the Meetings and are entitled to vote on the resolutions, you may select a representative or the

chairman of the relevant Meeting to act as your proxy to attend and vote for you. A proxy can be any person or corporation you choose and need not be a DUET Securityholder. Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast 2 or more votes at the Meetings, you may appoint 2 proxies each to exercise a specified proportion of your voting rights. Where a proportion is not specified, each may exercise half of your voting rights.

How is the proxy to vote?

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions set out in the Notices of Meeting.

Chairman's intention

The respective chairmen of DIHL, DUECo and DFL intend to vote all valid undirected proxies received in favour of each applicable resolution subject to the voting exclusions as set out in the Notices of Meeting.

Entitlement to vote

DUET has determined that for the purpose of voting at the Meetings, DUET Stapled Securities will be taken to be held by those persons recorded on the register as at 7:00 pm Sydney time on Monday, 14 November 2016. This means that if you are not the registered holder of a DUET Stapled Security at that time, you will not be entitled to vote in respect of that DUET Stapled Security.

Timing and lodgement

For the appointment of a proxy, or lodgement of the proxy vote, to be effective, you must ensure that your proxy form (and a certified copy of the relevant authority under which it is signed) is received by the registry, Computershare Investor Services Pty Limited, on behalf of DUET, by no later than 11:00 am Sydney time on Monday, 14 November 2016:

- by mail at Computershare Investor Services Pty Limited's postal address on the back cover of this Explanatory Memorandum;
- by fax at Computershare Investor Services Pty Limited's fax number on the back cover of this Explanatory Memorandum; or

- electronically through www.investorvote.com.au (as detailed on the proxy form).

Intermediaries with access to Intermediary Online through Computershare Investor Services Pty Limited should lodge their votes through www.intermediaryonline.com.

Voting exclusions

The Corporations Act and the Listing Rules require that certain persons must not vote, and DIHL, DUECo, DFL and DFT (as required) must disregard any votes cast by certain persons, on some of the resolutions to be considered at the Meetings. The voting exclusions (if any) for each resolution are described in the Notices of Meeting in **section 4**.

DIHL, DUECo and DFL will disregard any votes cast on Resolution 1 (for each of DIHL, DUECo and DFL) by or on behalf of a member of key management personnel or closely related parties and will disregard any votes cast on Resolution 5 (for each of DIHL and DUECo), Resolution 1 (for DFT) and Resolution 3 (for DFL) by a person who participated in the 2016 Placement and any of their Associates (the "Placement Resolutions"). However, DIHL, DUECo and DFL need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote (and whose vote DIHL, DUECo and DFL are not obliged to disregard), in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote (and whose vote DIHL, DUECo and DFL are not obliged to disregard) such person having expressly authorised the chairman to vote an undirected proxy even if the resolution relates to the remuneration of a member of the key management personnel.

On this basis, DIHL, DUECo, DFT and DFL would be required under the Listing Rules to exclude all votes cast on the Placement Resolutions by a person acting solely in a fiduciary, nominee or custodial capacity on behalf of a number of beneficial owners of DUET Stapled Securities in circumstances where such beneficial owners are otherwise not excluded from voting under ASX Listing Rule 14.11. However, ASX has granted DUET a waiver from the Listing Rules to the extent necessary to enable DUET to count any votes cast on the Placement Resolutions by Nominees on behalf of, and as directed by, those beneficial owners of DUET Stapled Securities who are not otherwise excluded from voting under Listing Rule 14.11.

DUET's ability to count the votes cast by Nominees is subject to the following conditions:

- the eligible beneficial owners of DUET Stapled Securities provide written confirmation to the Nominees that they did not participate in the 2016 Placement, and are not an

Associate of such a person who participated in the 2016 Placement, whether directly or indirectly;

- the eligible beneficial owners of DUET Stapled Securities direct the Nominees to vote for or against the Placement Resolutions; and
- the Nominees do not exercise discretion in casting a vote on behalf of the beneficial owners.

If you are a Nominee who would otherwise be excluded from voting under Listing Rule 14.11 and:

- you vote in person at the Meetings – you will be deemed to represent and warrant to DUET that you do so only as a Nominee in compliance with the above conditions; or
- you wish to vote by proxy – you should contact DUET to confirm your Nominee status and compliance with the above conditions, otherwise your proxy will not count.

More information

If you have any questions, please contact DUET Investor Relations on 1800 005 049 or + 61 2 8224 2750 (if calling from outside Australia), or the registry, Computershare Investor Services Pty Limited on 1800 009 874 or +61 3 9415 4189 (if calling from outside Australia), Monday to Friday between 9.00am and 6.00pm.

6. Glossary

In this Explanatory Memorandum, the following definitions apply unless the context requires otherwise, and if a word or phrase is defined, its other grammatical forms have a corresponding meaning.

2016 Placement means the institutional placement which completed on 6 April 2016 to part fund the acquisition by DIHL of Alcoa of Australia's 20% interest in DBP.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to "associate" in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.

Board means the board of directors of DFL, DUECo or DIHL, as the case may be.

Chairman means Doug Halley (in the case of the Annual General Meeting of DIHL and the Annual General Meeting of DUECo) and Eric Goodwin (in the case of the Annual General Meeting of DFL and the General Meeting of DFT).

Corporations Act means Corporations Act 2001 (Cth).

DBP means DBNGP Holdings Pty Ltd and DBNGP Trust.

DFL means DUET Finance Limited (ACN 108 014 062).

DFL Constitution means the constitution of DFL, as amended from time to time.

DFT means DUET Finance Trust (ARSN 109 363 135).

DFT Constitution means the constitution establishing DFT dated 26 June 2003, as amended from time to time.

DIHL means DUET Investment Holdings Limited (ACN 120 456 573).

DIHL Constitution means the constitution of DIHL, as amended from time to time.

Director means a director of the board of DIHL, DUECo or DFL, as the case may be.

DUECo means DUET Company Limited (ACN 163 100 061).

DUECo Constitution means the constitution of DUECo, as amended from time to time.

DUET or DUET Group means the stapled vehicle comprising DIHL, DUECo, DFT and DFL.

DUET Stapled Security means the stapled security in DUET, which comprises a unit in DFT and a share in DUECo, DFL and DIHL.

Explanatory Memorandum means this Explanatory Memorandum dated 23 September 2016.

Listing Rules means the official ASX Listing Rules and any other rules of the ASX which are applicable while the DUET entities are listed, each as amended or replaced from time to time, except to the extent of any express written waiver or other dispensation by the ASX.

Meetings means the Annual General Meeting of DIHL, the Annual General Meeting of DUECo, the General Meeting of DFT and the Annual General Meeting of DFL convened in accordance with the Notices of Meeting.

Nominees has the meaning given to that term in section 3.2.1 of this Explanatory Memorandum.

Notices of Meeting means the notices of meeting for the Meetings set out in section 4 of this Explanatory Memorandum.

Placement Resolutions has the meaning given to that term in section 5 of this Explanatory Memorandum.

Principles means the Third Edition of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations.

Securityholder or **DUET Securityholder** means a registered holder of a DUET Stapled Security.

Corporate Directory

DUET Investment Holdings Limited and DUET Company Limited

Directors

Doug Halley (Chairman)
Ron Finlay
Shirley In't Veld
Emma Stein
Jack Hamilton
Simon Perrott
Stewart Butel

Secretaries – DIHL, DUECo and DFL

Leanne Pickering
Jason Conroy
Level 14
20 Martin Place
Sydney NSW 2000
Telephone: +61 2 8224 2750
Facsimile: +61 2 8224 2799

DUET Finance Limited (in its personal capacity and as responsible entity of the DUET Finance Trust)

Directors

Eric Goodwin (Chairman)
Jane Harvey
Terri Benson
Level 14
20 Martin Place
Sydney NSW 2000
Telephone: +61 2 8224 2750
Facsimile: +61 2 8224 2799

DUET Investor Relations

DUET Investor Relations Manager

GPO Box 5282
Sydney NSW 2001
Phone: 1800 005 049 or + 61 2 8224 2750 (if calling from outside Australia)
Facsimile: +61 2 8224 2799

Registry Manager

Computershare Investor Services Pty Limited

GPO Box 242
Melbourne VIC 3001
Telephone: 1800 009 874 (within Australia)
Telephone: +61 3 9415 4189 (outside Australia)
Facsimile: +61 3 9473 2555
www.computershare.com

Auditor

Ernst & Young

8 Exhibition Street
Melbourne VIC 3000



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www.duet.net.au



DUET Company Limited (ABN 93 163 100 061) (DUECo)
 DUET Investment Holdings Limited (ABN 22 120 456 573) (DIHL)
 DUET Finance Limited (ABN 15 108 014 062) (AFSL 269287) (DFL)
 in its personal capacity and as responsible entity for
 DUET Finance Trust (ARSN 109 363 135) (DFT)

DUE
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne VIC 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1800 009 874
 (outside Australia) +61 3 9415 4189

DUET Group 2016 Annual General Meetings and General Meeting - Proxy Form



Appoint your proxy and view meeting materials online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:00 am (Sydney time) on Monday, 14 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you mark more than one box on an item your vote will be invalid on that item.

If you do not mark any of the boxes on a given resolution then, subject to the rest of this paragraph, your proxy may vote as he or she chooses. If you wish to appoint as your proxy a Director (other than the Chairman) or other members of the key management personnel of the DUET Group whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on DIHL Resolution 1, DUECo Resolution 1 and DFL Resolution 1 by marking one of the "For", "Against" or "Abstain" boxes on the voting form for each of the resolutions. If you do not do that, your proxy will not be able to exercise your vote on your behalf for that resolution.

If you appoint the Chairman as your proxy in relation to DIHL Resolution 1, DUECo Resolution 1 or DFL Resolution 1, but do not mark any of the boxes "For", "Against" or "Abstain" opposite that resolution on the voting form, you will be expressly authorising the Chairman to exercise the proxy in relation to the respective resolution. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on, DIHL Resolution 1, DUECo Resolution 1 or DFL Resolution 1, you should specify this by marking the "Against" or "Abstain" boxes on the voting form.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the "For", "Against" or "Abstain" box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meetings

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meetings you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the Help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the DUET Group, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form** →

A proxy need not be a securityholder of the DUET Group.



MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of the DUET Group hereby appoint:

XX

the Chairman of each Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of each Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of each Meeting, as my/our proxy to act generally at the Meetings on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meetings of DIHL, DUECo and DFL and the General Meeting of DFT to be held at The Mint, 10 Macquarie Street, Sydney NSW 2000 on Wednesday, 16 November 2016 at 11:00 am (Sydney time) and at any adjournment or postponement of those meetings.

Important Note: Chairmen to vote undirected proxies in favour: I/we acknowledge that the respective Chairmen intend to vote undirected proxies in favour of each resolution. In exceptional circumstances, the Chairmen may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Important Note: Chairmen authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of each Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman of each Meeting to exercise my/our proxy on **DIHL Resolution 1, DUECo Resolution 1 and DFL Resolution 1** as he/she sees fit (except where I/we have indicated a different voting intention below) even though **DIHL Resolution 1, DUECo Resolution 1 and DFL Resolution 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which may include the Chairmen.

Important Note: If the Chairmen of the Meetings are (or become) your proxy you can direct the Chairmen to vote for or against or abstain from voting on **DIHL Resolution 1, DUECo Resolution 1 and DFL Resolution 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS – DIHL

	For	Against	Abstain
DIHL Resolution 1: Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DIHL Resolution 2: Re-election of Mr Douglas Halley as a Director of DIHL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DIHL Resolution 3: Re-election of Ms Shirley In't Veld as a Director of DIHL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DIHL Resolution 4: Election of Mr Stewart Butel as a Director of DIHL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS – DIHL

DIHL Resolution 5: Refreshing of placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ORDINARY BUSINESS – DUECo

DUECo Resolution 1: Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DUECo Resolution 2: Re-election of Mr Douglas Halley as a Director of DUECo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DUECo Resolution 3: Re-election of Ms Shirley In't Veld as a Director of DUECo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DUECo Resolution 4: Election of Mr Stewart Butel as a Director of DUECo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS – DUECo

DUECo Resolution 5: Refreshing of placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS – DFT

DFT Resolution 1: Refreshing of placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ORDINARY BUSINESS – DFL

DFL Resolution 1: Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DFL Resolution 2: Re-election of Ms Jane Harvey as a Director of DFL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS – DFL

DFL Resolution 3: Refreshing of placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

DUE

999999A

Computershare +