

**NOTICE UNDER SECTION 708AA(2)(F)  
OF THE CORPORATIONS ACT 2001 (CTH)**

**9 May 2022**

The Manager  
Market Announcements Office  
Australian Securities Exchange Ltd  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

This notice is given by AUB Group Limited (ABN 60 000 000 715) (**AUB**) (ASX Code: AUB) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Legislative Instruments**).

AUB has today announced a pro rata accelerated non-renounceable entitlement offer (the **Entitlement Offer**) of 1 new fully-paid ordinary share in AUB (**New Shares**) for every 5.2 fully-paid ordinary shares in AUB held as at 7.00pm (Sydney time) on 11 May 2022, along with an underwritten placement to institutional investors (**Placement** and together with the Entitlement Offer, the **Offer**).

AUB confirms the following:

- (a) The New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act and without a prospectus being prepared.
- (b) This notice is being given under section 708AA(2)(f) of the Act, as modified by the Legislative Instruments.
- (c) As at the date of this notice, AUB has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to AUB; and
  - (ii) sections 674 and 674A of the Act.
- (d) As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act.

- (e) The potential effect that the issue of the New Shares will have on the control of AUB, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given:
- (i) the size and pricing of the Entitlement Offer;
  - (ii) the structure of the Entitlement Offer as a pro rata issue;
  - (iii) the underwriting arrangements in place for the Entitlement Offer; and
  - (iv) the current level of holdings of substantial holdings (based on substantial holding notices that have been given to AUB and lodged with ASX on or prior to the date of this notice),

AUB does not expect that the Entitlement Offer will have a material effect or consequence on the control of AUB.

To the extent that any eligible shareholder fails to take up their rights under the Entitlement Offer, that eligible shareholder's percentage holding in AUB will be diluted by the issue of New Shares under the Entitlement Offer, and as a result of the Placement. It is not expected that such issue of New Shares under the Offer will have a material effect on the control of AUB.

Yours faithfully

A handwritten signature in black ink that reads 'Richard Bell'.

Richard Bell  
Group General Counsel and Company Secretary

This release has been authorised by the AUB Board.