

CENTURY AUSTRALIA

INVESTMENTS LIMITED



TO: AUSTRALIAN STOCK EXCHANGE LIMITED

FROM: CENTURY AUSTRALIA INVESTMENTS LIMITED

DATE: 27 January 2016

SUBJECT: Proposed Restructure for Century Australia Investments Limited

The Board has received an approach from Wilson Asset Management to restructure Century Australia Investments Limited (copy attached).

The Board believes that shareholders should have opportunity to consider the proposals outlined in this letter and will convene an Extraordinary General Meeting (EGM) for this purpose. To assist shareholders in their consideration of the proposal, an independent expert will be engaged to prepare an opinion. The Board will consider the advice of the Independent Expert and report to shareholders in the explanatory memorandum which will accompany the notice of the EGM.

The Board suggests to shareholders that they await receipt of the notice of meeting and accompanying material before making any decision in respect of their shares. The Board is not making a recommendation in relation to the proposal until receiving the Independent Experts Report.

Robert Turner
Chairman



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WILSON
ASSET MANAGEMENT

27 January 2016

Mr Robert Turner
Chairman
Century Australia Investments Limited
Level 7, 20 Hunter Street
Sydney NSW 2000

Dear Mr Turner,

Proposed Restructure for Century Australia

Wilson Asset Management (International) Pty Limited or its nominee (**Wilson Asset Management**) is pleased to set out the terms of a proposed restructure (**Restructure**) for Century Australia Investments Limited (**Century**).

Benefits

The Proposal offers substantial benefits for Century shareholders including:

- a committed investment manager with considerable experience in successfully managing listed investment companies (LICs);
- the flexibility to participate in the new future for their company as WAM Leaders Limited (**WLE** and the **Company**) as described in this document or exiting from Century at near net tangible asset less transaction costs (**NTA**).

Shareholders that remain as Century shareholders will gain exposure to Wilson Asset Management's absolute return bias, bottom-up, fundamental investment methodology, with an investment mandate focused on investing predominately in top 200 ASX listed companies.

If the Restructure is agreed and proceeds, we believe that it will create a listed investment company (LIC) with a larger capital and shareholder base. We would propose to Century shareholders a business plan under which the restructured Century would have a:

- stable and clearly articulated investment strategy with a proven LIC investment manager to replace Century's incumbent investment manager; and
- a share price trading at or near the Century NTA value per share.

We believe the Restructure provides Century shareholders with a superior outcome with greater certainty and flexibility than the status quo. This position is based on criteria previously provided by the Board for evaluating proposals, namely:

- a willingness to acquire 100% of Century shares through a buy-back;
- Century shares to be acquired for cash through a buy-back or retained at the election of the Century shareholders;

- to establish a premium to pre-deferred tax NTA for the offer consideration; and
- confirm ability to complete any cash offer made.

Proposal

Based on our review of Century's publicly available information, we are pleased to present this binding proposal for our role in the Restructure of Century.

Shareholder approval

Century shareholders will be given the opportunity, at an extraordinary general meeting (EGM), to consider and, if thought fit, approve each element of the Restructure as a package:

1. equal access buy-back of Century shares at NTA, less transaction costs;
2. entering into of the new management agreement with Wilson Asset Management;
3. offer of new Century shares to Century shareholders and members of the public; and
4. election of Chris Stott to the Board.

In a separate resolution to be held at the same EGM, shareholders will be asked to approve the change of Century's name to "WAM Leaders Limited".

As part of the EGM process Century shareholders would be able to elect to:

- vote on the various resolutions;
- have their Century shares bought back for cash on an NTA basis (less transaction costs and excluding any capital raising costs); and
- approve the additional allocation entitlement of Century shares to Century shareholders and members of the public.

Buy-back of Century shares

We anticipate the Restructure would take the form of a shareholder approved off market buy-back for those shareholders who wish to exit Century. The buy-back would be priced at NTA less transaction costs not exceeding 0.2% of NTA. Any excess, up to \$100,000, would be borne by the new manager. This buy-back price would not be reduced by the costs of capital raising.

Entities managed by Wilson Asset Management (**WAM Entities**) currently on Century's share register intend to exit from Century under the buy-back and do not propose to vote on the buy-back resolution. Shareholders who do not participate in the buy-back and who want to remain invested in WLE understand the new manager could elect to take up shares in the offer at NTA.

Manager

Century shareholders would be asked to approve the replacement of the current investment manager of Century, Perennial Value Management Limited, with Wilson Asset Management (the **Manager**) by entering into a new investment management agreement (**Management Agreement**). Neither the WAM Entities nor any associate will vote on that resolution.

The Management Agreement will be for a term of five years with an option of a further term of five years. A summary of the proposed terms of the Management Agreement are included in Annexure 2.0. Details of Wilson Asset Management are included in Annexure 1.0.

Offer of new Century shares

As part of the Restructure, Century would conduct a prospectus issue of new shares, including a priority allocation to Century shareholders and shareholders of WAM Entities and a general offer to the public to raise up to an additional \$100 million. This would create a reinvigorated listed investment company with a larger capital and shareholder base. The costs of the capital raising would be borne by Century, but would not be taken into account in calculating the NTA under the buy-back.

The following are the key terms of the proposed Offering of New Shares (the **Offering**):

- minimum raising of \$20 million;
- not underwritten; and
- priced at Net Tangible Asset backing.

I (or my nominee) would agree to invest at least \$2.0 million in the Offering.

The proposed Offering would be subject to shareholder approval. We propose that all resolutions (expect the change of name to WAM Leaders Limited) at the EGM be interconditional, so that the Manager would only be appointed if the buy-back and Offering are approved and the Offering completes at its minimum subscription. We would like to ensure that the relevant pricing of the buy-back and Offering occur on the same day, as soon as possible after shareholder approval.

Option issue

We would encourage the Board to issue options to all WLE shareholders at no cost following the completion of the buy-back and capital raising. The option issue would be on a one-for-one basis with an eighteen-month expiry date and an exercise price equal to the issue price of the Offering.

Cost support

Wilson Asset Management will indemnify Century for its reasonable out-of-pocket expenses in convening the necessary meeting of shareholders up to a maximum of \$100,000.

Timetable

If you confirm your acceptance of this interest in this proposal for the Restructure, we will instruct our lawyers, Corrs Chambers Westgarth to work with your team to finalise any outstanding documentation.

We want to pursue discussions with Century in relation to the Restructure in a compelling and constructive manner. We are prepared to work with you over the next 10 days to bring this offer to Century shareholders.

Subject to receipt of an independent expert's report on the Restructure, we would like to see the meeting of shareholders convened by 24 March 2016. We believe it is in the best interest of Century shareholders that the Restructure be put to them as soon as possible.

Confidentiality


Wilson Asset Management has taken appropriate steps to maintain the confidentiality of this letter and has confined knowledge of this initiative and the Restructure to a very small circle of persons on a need-to-know basis. However, we acknowledge that the Board may wish to announce the Restructure to the Australian Securities Exchange (**ASX**) and consent to that announcement.

Conclusion

Wilson Asset Management believes that the Proposal is a compelling proposition for Century and its stakeholders.

If you have any questions regarding the Restructure, please do not hesitate to contact me on (02) 9247 6755. We look forward to your timely response.

Yours sincerely,

A handwritten signature in black ink, consisting of a large, stylized 'G' followed by a horizontal line.

Geoff Wilson
Chairman
Wilson Asset Management

Annexure

1.0 Wilson Asset Management Group (WAM Group) Information

This section provides information on WAM Group. If the restructure is implemented, the WAM Group or its nominee will be responsible for managing Century's portfolios.

1.1 Overview

WAM Group is an independently owned boutique investment manager established in 1997 by Geoff Wilson. WAM Group consists of two management companies, Wilson Asset Management (International) Pty Limited (**WAMI**) and MAM Pty Limited (**MAM**) (the Managers).

WAMI was incorporated in 1997 and MAM was incorporated in 2002 to undertake the active management of listed investment companies and unlisted funds. The Managers provide investment portfolio management services to the following entities:

- (a) Wilson Asset Management Equity Fund (**Fund**) – the Fund is a wholesale unit trust established in December 1997. The Fund has raised capital following “excluded offers” made to investors. Neither WAMI, nor the trustee of the Fund, has issued a prospectus registered by ASIC to raise capital from the public. The Fund is not a managed investment scheme registered by ASIC in accordance with the Corporations Act 2001 (*Cth*). The Fund undertakes investments in securities quoted on the ASX with a concentration on undervalued growth companies. The Fund was established and is managed by WAMI and its units are not listed on the ASX.
- (b) WAM Capital Limited (ASX: WAM) – WAM is an ASX listed investment company primarily investing in equities. As at 31 December 2015, the total value of the WAM portfolio of investments managed by WAMI was \$945.2 million.
- (c) WAM Research Limited (ASX: WAX) – WAX is an ASX listed investment company primarily investing in equities. As at 31 December 2015, the total value of the WAX portfolio of investments managed by MAM was \$220.4 million.
- (d) WAM Active Limited (ASX: WAA) – WAA is an ASX listed investment company primarily investing in equities. As at 31 December 2015, the total value of the WAA portfolio of investments managed by MAM was \$37.7 million.

The table below summarises the historical investment performance of the entities managed by WAM Group:

Performance at 31 December 2015	FUM	Inception Date	1 Year %pa	3 Years %pa	5 Years %pa	Since Inception %pa
Wilson Asset Management Equity Fund	\$42.2m	Dec-97	25.1%	22.4%	17.5%	23.1%
WAM Capital Limited (ASX: WAM)	\$945.2m	Aug-99	25.6%	19.6%	15.5%	18.3%
WAM Research Limited (ASX: WAX)	\$220.4m	Aug-03	30.7%	24.8%	19.8%	10.3%
WAM Active Limited (ASX: WAA)	\$37.7m	Jan-08	19.3%	14.7%	11.8%	13.2%
S&P/ASX All Ordinaries Accumulation Index			3.8%	9.3%	6.5%	

1.2 Manager

As part of the Restructure, Century would appoint Wilson Asset Management to manage its portfolio of investments. Wilson Asset Management operates a funds management business which employs a number of portfolio managers, research analysts, accountants, marketing and other administrative staff. The duties that the Manager performs in addition to managing the investment portfolio include the provision of financial and administrative support to ensure the maintenance of the corporate and statutory records, liaison with the ASX with respect to compliance with the ASX Listing Rules, liaison with ASIC with respect to compliance with the Corporations Act (*Cth*), liaison with the share registrar, investor relations, marketing and the provision of information necessary for the maintenance of financial accounts.

The members of Wilson Asset Management Group's investment team are set out below.

Geoff Wilson, Chairman and Portfolio Manager *B Sc GMQ FAICD FFinsia*

Geoff has over 35 years' experience in the Australian and international securities industry. He holds a Bachelor of Science Degree and a Graduate Management Qualification. He is also a Fellow of the Institute of Company Directors and a Fellow of the Financial Services Institute of Australasia (FINSIA). Geoff is currently Chairman of WAM Capital Limited, WAM Research Limited, WAM Active Limited and Australian Stockbrokers Foundation. He is a Director of the Future Generation Global Investment Company Limited, Future Generation Investment Company Limited, Australian Leaders Fund Limited, Clime Capital Limited, Global Value Fund Limited, Century Australia Investments Limited, Incubator Capital Limited, Sporting Chance Cancer Foundation, Australian Fund Managers Foundation, Odyssey House McGrath Foundation, Australian Children's Music Foundation and he is a Member of the Second Bite NSW Advisory Committee. He is also a Director of Wilson Asset Management (International) Pty Limited and MAM Pty Limited.

Chris Stott, Chief Investment Officer and Portfolio Manager *B Bus Grad Dip App Fin*

Chris joined Wilson Asset Management in 2006 and has over 13 years' experience in the funds management industry. As Chief Investment Officer/Portfolio Manager, Chris is responsible for the research, management and construction of the Entities' investment portfolios. Chris is a Director of WAM Capital Limited, WAM Active Limited and WAM Research Limited. Previously, Chris was employed at Challenger Financial Services Group for four years in various research roles specialising in Australian equities. Chris holds a

Bachelor of Business from the University of Technology, Sydney and a Graduate Diploma in Applied Finance and Investment.

Matthew Haupt, Portfolio Manager CFA B Com Grad Dip App Fin

Matthew joined Wilson Asset Management in 2011 as an Equity Analyst focused on the Research Driven portion of the investment portfolio. In November 2015, Matthew became a Portfolio Manager. Matthew has over 10 years' experience in the investment industry working both as a Portfolio Manager and Analyst. He gained extensive large cap experience in his previous role with Australian Executor Trustees (now part of IOOF). Matthew holds a Bachelor of Commerce from the University of Adelaide, a Graduate Diploma in Applied Finance and Investment, and has been awarded his Chartered Financial Analyst (CFA) designation and is a member of CFA Institute.

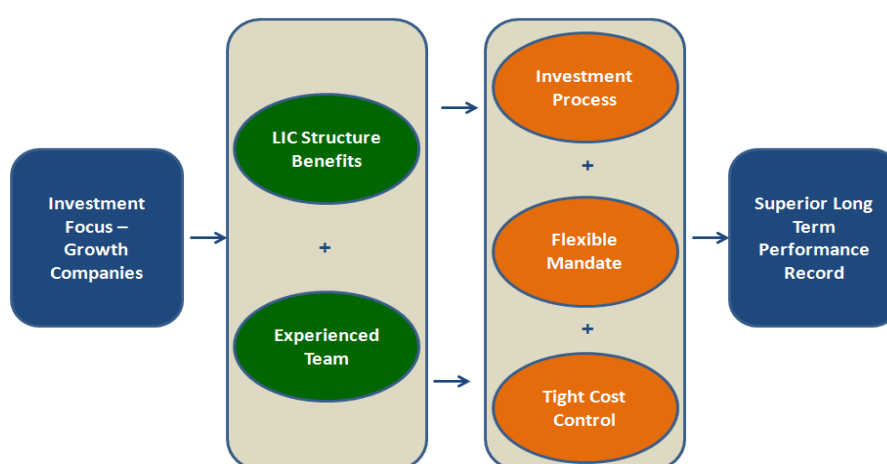
Martin Hickson, Senior Equity Analyst and Dealer B Bus B Comp

Martin joined Wilson Asset Management in 2010 as an Equity Analyst/Dealer focused on the Market Driven portion of the investment portfolio. In June 2013, Martin became Senior Equity Analyst / Dealer. Prior to this, Martin worked at Challenger Financial Services for two years in various roles within the Funds Management division. Martin holds a Bachelor of Business and Bachelor Computing from the University of Technology, Sydney and is undertaking a Master of Applied Finance from Kaplan Professional.

Tobias Yao, Equity Analyst CFA B Com

Tobias joined Wilson Asset Management in 2014 as an Equity Analyst focused on the Research Driven portion of the investment portfolio. Previously, Tobias worked for five years as an investment analyst at Pengana Capital; firstly in the Asian Equities Fund covering technology, media and industrial companies in Asia (including Japan); and more recently in the Australian Equities Fund covering telecommunications, IT, financial services, mining services and industrial companies. Prior to Pengana, he worked for two years as a consultant in the Transaction Advisory Services division of EY where he gained experience in mergers and acquisitions, valuation of listed and unlisted companies and financial modelling. Tobias has also worked with Goldman Sachs Asset Management as well as in management consulting, accounting and multinational corporations. Tobias holds a Bachelor of Commerce from the University of New South Wales (with a Cooperative Scholarship). Tobias has been awarded his CFA designation and is a member of the CFA institute.

A. The Wilson Asset Management business model



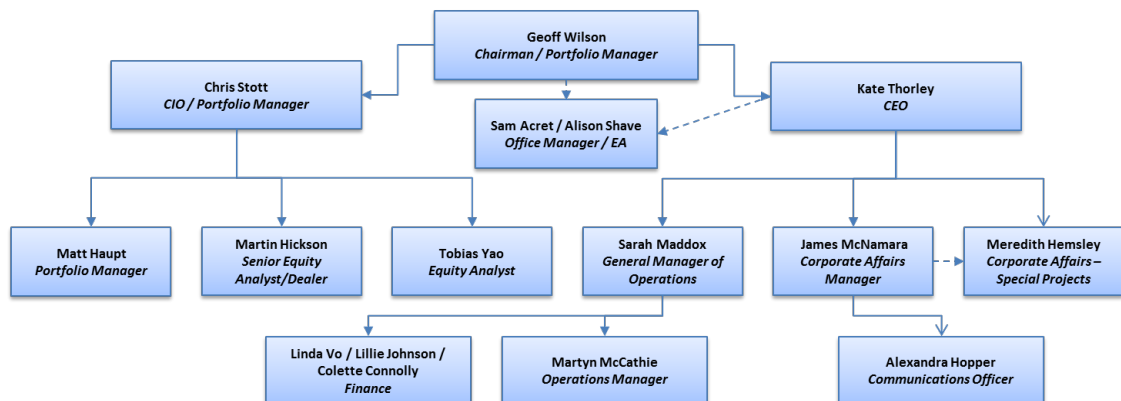
B. Wilson Asset Management's performance

The Wilson Asset Management investment team has over 80 years' collective experience in the Australian share market. It has:

- a proprietary research rating process;
- an intensive investee company meeting schedule (1,000+ meetings each year);
- a total focus on managing money;
- a broad coverage of various industry sectors;
- an extensive network of contacts to provide insights, intelligence and opportunities to the investment team;
- a flexible investment mandate, including the ability to hold cash and short sell; and
- a flat management structure informed by the team's collective experience.

C. Team structure

The group structure for Wilson Asset Management is illustrated below:



D. Wilson Asset Management in the community

Wilson Asset Management is passionate about making a positive difference to the shareholders of its entities and the broader community.

In 2014, Wilson Asset Management established the innovative Future Generation vehicle that provides a permanent and growing stream of funding to Australian children at risk. Following the success of Future Generation Investment Company Limited (ASX: FGX), which listed in September 2014, Wilson Asset Management played a pivotal role in the launch of Future Generation Global Investment Company Limited (ASX: FGG) which listed in September 2015.

Due to the generous pro-bono support of fund managers and service providers, FGX and FGG can each donate 1.0% of their net tangible assets each year to selected Australian non-profits working to improve the lives of young Australians. Wilson Asset Management's team gives ongoing pro-bono support to these innovative companies providing funds management, marketing, communications with shareholders, company secretarial, administrative and support functions.

In addition to these activities, Wilson Asset Management provides ongoing support through financial and in-kind contributions to a range of not-for-profit organisations. Through a new internal initiative, our staff can identify causes they wish to support and Wilson Asset Management makes a donation on their behalf. All donations are made on behalf of the Manager, not the listed investment companies.

E. Commitment to LICs

Wilson Asset Management's preferred LIC structure provides a permanent and stable closed-end pool of capital that gives our investment team the ability to focus solely on managing money and to make rational investment decisions based on sound investment principles. Importantly, the LIC structure provides the opportunity to pay shareholders fully franked dividends over time. As a listed entity, an LIC must comply with rigorous corporate governance principles, providing investors with transparency and accountability.

Investors and the investment community alike have a greater awareness of the benefits of the LIC structure as evidenced by a surge in capital raisings and initial public offerings in the sector over the last 24 months. The popularity of the LIC model has been helped by the introduction of the Future of Financial Advice (FOFA) reforms in 2013 and the strong growth in self-managed superannuation funds (SMSFs). The LIC structure has proven to be particularly popular among SMSFs, which account for the majority of shareholders in the WAM Entities.

1.3 WAM Leaders Limited

In Wilson Asset Management's view, Australian investors have limited access to research-driven, highly active fund managers focused on Australia's large-cap companies.

WLE would invest using Wilson Asset Management's absolute bias, bottom-up, fundamental investment methodology. The Company's investment universe will be the S&P/ASX 200 Index. Like WAM Capital Limited, WAM Research Limited and WAM Active Limited, the Company will default to cash and invest only in opportunities that provide strong, risk-adjusted returns.

The Company would invest in a portfolio of permitted investments. The Company will provide investors with the opportunity to invest in an actively managed portfolio of investments and gain access to the management experience and expertise of the Manager.

The Company's investment objectives will be to:

- Deliver a rising stream of fully franked dividends;
- Provide capital growth; and
- Preserve capital.

It is anticipated that the majority of the capital raised will be invested in Australian equities with the flexibility to invest in New Zealand equities. The investment strategy is predominately long only. From time-to-time the Manager may short sell securities. The short sale of securities together with borrowings will never exceed 50% of the value of the investment portfolio.

The Company will focus on active capital management with a view to enhancing the value of the securities held by the investor which may involve buy-backs of the Company's shares if its shares are trading at a sizeable discount to its NTA backing and the issue of other securities through bonus

issues, rights issues and option issues. The Company will establish and maintain a dividend reinvestment plan.

The Company proposes to complete the acquisition of its initial portfolio of investments within one month of completion of the Restructure. It intends to then actively manage its investment portfolio with a view to building the number of investments represented in the investment portfolio to around 20-50 companies within three months of completion of this Restructure. The Company will utilise the same investment process and strategy that Wilson Asset Management Group has successfully employed since December 1997.

1.4 Investment strategy

The Company will employ Wilson Asset Management's two investment approaches:

- Research Driven investing; and
- Market Driven investing.

A. Research Driven investing

Wilson Asset Management's Research Driven investment approach involves extensive research focusing on free cash flow, return on equity and the quality of the business. Each company is rated with respect to management, earnings growth potential, valuation and industry position. Wilson Asset Management will only invest in a company once it can identify a catalyst or an event that will change the market's valuation of that company. This process involves over 1,000 company meetings each year.

Investments in mining companies are not favoured in the Research Driven part of the investment portfolio due to the volatility of revenue and Wilson Asset Management's view of the unfavourable risk reward equation. This is not the case for the Market Driven part of the investment portfolio described below.

B. Market Driven investing

Wilson Asset Management's Market Driven investment approach takes advantage of short-term relative arbitrage and mis-pricings in the Australian equities market. This part of the investment portfolio is traded actively. Opportunities are derived from:

- Taking part in initial public offerings, placements, block trades and rights issues;
- Participating in hybrid issues and convertible notes issues (as well as more traditional share investments);
- Taking advantage of financial transactions (such as takeovers, mergers, schemes of arrangements, corporate spin-offs and restructuring). By way of example, the Manager may buy securities of a target company and short sell securities of the acquiring company in an expected or announced takeover situation;
- Taking advantage of other corporate transactions to identify arbitrage opportunities. This may include participation in share buy-backs;
- Taking advantage of arbitrage opportunities involving hybrid securities including preference shares and convertible notes;
- Buying securities in listed investment companies (LIC), where they trade at a significant discount to underlying net assets. This is known as LIC discount arbitrage;

- Relative value arbitrage (or pair trades) which combines long positions in securities with offsetting short positions to obtain returns that are independent of market movements;
- Short selling securities;
- The use of leverage where appropriate.

2.0 WAM Group proposed management agreement

2.1 Management Agreement

Set out below is a summary of the proposed terms of the investment management agreement between Century and Wilson Asset Management.

A. Powers of the Manager

Subject to the Corporations Act, the Listing Rules and any written guidelines issued by Century, the Manager will invest money constituted in or available to the investment portfolio in making, holding, realising and disposing of investments on behalf of the company. Any investment outside the written guidelines of the Century Board requires Century Board approval.

Subject to the above, the Manager has absolute and unfettered discretion to manage the portfolio of investments and to do all things considered necessary or desirable in relation to the investment portfolio, including, without limitation:

- (a) investigation, negotiation, acquisition, or disposal of every investment;
- (b) to sell, realise or deal with all or any of the investments or to vary, convert, exchange or add other investments;
- (c) if any investments are redeemed or the capital paid on it is wholly or partly repaid by the entity by which that investment was created or issued:
 - (i) to convert that investment into some other investment;
 - (ii) to accept repayment of the capital paid or advance on the investment and any other monies payable in connection with that redemption or repayment; and
 - (iii) to invest any of those monies into the investment;
- (d) retain or sell any shares, debentures or other property received by Century by way of bonus, or in satisfaction of a dividend in respect of any investments or from amalgamation or reconstruction of any company;
- (e) to sell all or some of the rights to subscribe for new securities in an investment, to use all or part of the proceeds of sale of such rights for the subscription for securities or to subscribe for securities pursuant to those rights; and
- (f) with the approval of Century, to make or redeem any mortgage, loan or other security.

B. Monthly valuations

The Manager must provide such information regarding the portfolio to Century to enable Century to value the investment portfolio at least monthly.

C. Management fee

In return for the performance of its duties as Century's manager, Wilson Asset Management would be entitled to a monthly management fee equal to 0.0833% (plus GST) of gross assets of the portfolio calculated on the last Business Day of each month (comparable to a fee of 1% per annum) (**Management Fee**).

D. Performance Fee

The Manager would be entitled to be paid a fee (**Performance Fee**) in respect of each performance calculation period, subject to the following provisions, of 20% (plus GST) of a base amount where the base amount is calculated in accordance with the following formula, subject to recoupment of prior underperformance:

$$BA = (FV - IV) - \left[IV \times \frac{(FI - II)}{II} \right]$$

Where

BA is the base amount to be used in calculating the Performance Fee outlined above;

FV is the value of the portfolio, before all fees and taxes, calculated on the last Business Day of a Performance Calculation Period;

IV is the value of the portfolio, before all fees and taxes, calculated on the last Business Day of the preceding Performance Calculation Period;

FI is the level of the S&P/ASX 200 Accumulation Index published by ASX on the last Business Day of that Performance Calculation Period; and

II is the S&P/ASX 200 Accumulation Index published by ASX calculated on the last Business Day of the preceding Performance Calculation Period.

The **Performance Calculation Periods** are at six monthly intervals and is:

- (a) the period from the date of this Agreement to 30 June 2016;
- (b) the period from the first day after the preceding Performance Calculation Period to 30 June or 31 December;
- (c) if the term of the Management Agreement expires on a day other than 30 June or 31 December, the last Performance Calculation Period is the period from the first day after the preceding Performance Calculation Period and the date that the Management Agreement is terminated.

The following factors are considered for Wilson Asset Management's Performance Fee:

- (a) if the amount calculated for BA above is a negative number, no Performance Fee is payable in respect of that Performance Calculation Period. Where the amount calculated is a negative, it is to be carried forward to the following Performance Calculation Period(s) until it has been recouped in full against future performance fees payable;
- (b) where the ASX or equivalent authority ceases to publish the S&P/ASX 200 Accumulation Index, then the published index which most closely resembles it must be used for the purposes of calculation of the Performance Fee;

- (c) The Performance Fee calculation methodology may be reassessed every five years, in line with each anniversary of the five-year term of the Management Agreement at the Manager's discretion, after agreement with the Board. A performance fee structure incentivises the Manager to outperform the relevant benchmark;
- (d) if the Management Agreement is terminated on a day other than the last Business Day of a month, the Performance Fee for that Performance Calculation Period will be determined on the last Business Day of the term;
- (e) in calculation of the Performance Fee for a Performance Calculation Period and any negative performance recoupment, changes in the value of the portfolio as a result of the issue of securities, capital, share buy-back and dividend distributions by Century will be disregarded or adjusted for in a manner determined by Century's auditor at the conclusion of that Performance Calculation Period;
- (f) Century must indemnify the Manager against any GST payable in respect of any Management Fee or Performance Fee due to the Manager.

E. Expenses

Century would be liable for and must pay out of the portfolio or reimburse the Manager for the following fees, costs and expenses when properly incurred in connection with the investment and management of the portfolio of Century or the acquisition, disposal or maintenance of any investment:

- (a) fees payable to any securities exchange, ASIC or other regulatory body;
- (b) all costs, stamp duties, financial institutions duties, bank account debits, custody fees, tax and legal fees and other duties, taxes, fees, disbursements and expenses, commissions and brokerage incurred by Century or the Manager in connection with:
 - (i) the acquisition and negotiation of any investment or proposed investment;
 - (ii) any sale or proposed sale, transfer, exchange, replacement or other dealing or proposed dealing with or disposal or proposed disposal of any investment;
 - (iii) the receipt of income or other entitlements from the investments of the portfolio;
 - (iv) the engagement of a custodian to hold an investment on behalf of Century;
 - (v) the goods and services acquired to assist in the provision of investment services, trading activity or trade decision; and
 - (vi) the booking and recording of any investment trade or proposed trade.
- (c) outgoings in relation to the portfolio of the company such as rates, levies, duties, taxes and insurance premiums;
- (d) marketing expenses including website and research reports;

Wilson Asset Management is solely responsible for payment of the fees of any investment manager engaged by the Manager to assist it in undertaking its duties under the management agreement.

F. Assignment

The Manager may not assign all or any of its right, title and interest in this Agreement to a third party except with the prior consent in writing of the Company, which consent must not be unreasonably withheld or delayed.

G. Term of Management Agreement

Under the Management Agreement, Wilson Asset Management will be engaged by Century to manage the investment portfolio. The term of this arrangement is for a five-year period, where Wilson Asset Management has the option to extend this term for an additional five-year period subject to agreement by the Board, which will not be unreasonably withheld.