

25 October 2016

The Manager, Listings  
Australian Securities Exchange  
ASX Market Announcements  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir

**2016 Annual General Meeting**

Please find attached the following for the Company's Annual General Meeting to be held on 29 November 2016:

1. Notice of Meeting; and
2. Proxy Form.

The Notice of Meeting and Proxy Form are being sent to shareholders.

The Company's 2016 Annual Report, Notice of Meeting and Proxy Form are also available on the Company's website [www.centrepoinalliance.com.au](http://www.centrepoinalliance.com.au).

Yours faithfully



Debra Anderson  
Company Secretary

# CENTREPOINT ALLIANCE LIMITED

## ACN 052 507 507

### NOTICE OF ANNUAL GENERAL MEETING

**Notice** is given that the annual general meeting of Centrepoint Alliance Limited (**Company**) will be held at 10:30am (Sydney time) on Tuesday, 29 November 2016 at the office of Deloitte Touche Tohmatsu at Grosvenor Place, Level 9, 225 George Street, Sydney NSW 2000.

#### **Annual financial and other reports**

To receive the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2016.

#### **Resolution 1 — adoption of remuneration report**

To consider and if thought fit pass the following resolution as a resolution in accordance with section 250R(2) Corporations Act:

“That the remuneration report for the year ended 30 June 2016 be adopted.”

**Note:** The remuneration report is set out on pages 13 to 23 of the Company's 2016 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

#### **Resolution 2 — election of Hugh Robertson**

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

“That Hugh Robertson, who was appointed in accordance with rule 47 of the Constitution and, being eligible, be elected as a director of the Company.”

#### **Resolution 3 — election of Georg Chmiel**

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

“That Georg Chmiel, who was appointed in accordance with rule 47 of the Constitution and, being eligible, be elected as a director of the Company.”

#### **Resolution 4 — long term incentive plan**

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

“That the Company's long-term incentive plan (**LTIP**) be approved for the purposes of Listing Rule 7.2, exception 9.”

#### **Resolution 5 — acquisition of shares by Managing Director: John de Zwart**

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

“That, pursuant to sections 208(1)(a) and 200E of the Corporations Act and Listing Rule 10.14, and for all other purposes, the members of the Company approve the grant of 1,500,000 rights to receive ordinary shares in the Company under the LTIP to the Company's Managing Director, John de Zwart, in the manner outlined in the explanatory statement.”

**Note:** If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the explanatory statement.

**Resolution 6 — Maximum annual remuneration of non-executive directors**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That \$550,000 be fixed as the maximum total amount or value of remuneration to be paid or provided to non-executive directors of the Company for their services as non-executive directors in any year (excluding reasonable travel, accommodation and other expenses, retirement benefits, and payments under an indemnity) for the purposes of rule 48 of the constitution of the Company, Listing Rule 10.17 and for all other purposes."

**By order of the Board**



**Debra Anderson**  
**Company Secretary**  
12 October 2016

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**Notes:****VOTING EXCLUSION STATEMENT:****CORPORATIONS ACT**

Resolution 1 – The Company will disregard votes cast by a member of the key management personnel details of whose remuneration are included in the remuneration report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolutions 4, 5 & 6 – The Company will disregard votes cast as proxy by key management personnel or their closely related parties in contravention of section 250BD Corporations Act.

Resolution 5 – The Company will also disregard votes cast by a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of sections 224 or section 200E(2A) Corporations Act.

**LISTING RULES**

Resolution 4 – Each director and each of their associates (except one who is ineligible to participate in any employee incentive scheme in relation to the Company).

Resolution 5 – Each director and each of their associates (except one who is ineligible to participate in the LTIP).

Resolution 6 – Each director and each of their associates.

However, the Company need not disregard a vote in relation to any of resolutions if it is cast by:

- 1) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 2) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

**HOW TO VOTE:****Voting in person**

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

**Voting by corporate representative**

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

## Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (Sydney time) on Sunday, 27 November 2016. Any proxy form received after that time will not be valid for the scheduled meeting.

- a) at the Company's registered office by:
  - 1) hand delivery or post to Level 9, 10 Bridge St, Sydney, New South Wales, 2000; or
  - 2) facsimile to (02) 8987 3075; or
- b) at Computershare Investor Services Pty Ltd

**By mail** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

**By fax** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

**Online** At [www.investorvote.com.au](http://www.investorvote.com.au)

**By mobile** Scan the QR Code on your proxy form and follow the prompts

**Custodian voting** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

Regulation 7.11.37 determination: A determination has been made by the Board under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that those persons who are registered as the holders of shares in the Company as at 7.00pm (Sydney time) on Sunday, 27 November 2016 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

# EXPLANATORY STATEMENT

## 1. GENERAL INFORMATION

This explanatory statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the notice of annual general meeting (**AGM**) of members of Centrepont Alliance Limited (**Company**) to be held on Tuesday, 29 November 2016.

If you have any questions regarding the matters set out in this explanatory statement (or elsewhere in the notice of AGM), please contact the Company, or your stockbroker or other professional adviser.

## 2. ANNUAL FINANCIAL AND OTHER REPORTS

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the AGM.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor for the relevant financial period, Deloitte Touche Tohmatsu, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5.00pm on Tuesday, 22 November 2016. Please send any written questions for the attention of the company secretary at Level 9, 10 Bridge St, Sydney, New South Wales, 2000 or by facsimile to (02) 8987 3075.

## 3. RESOLUTION 1 — ADOPTION OF REMUNERATION REPORT

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 13 to 23 of the Company's 2016 annual report.

The Corporations Act requires that the remuneration report be put to a vote of shareholders.

The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

As the resolution relates to matters including the remuneration of the directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

#### **4. RESOLUTION 2 — ELECTION OF HUGH ROBERTSON**

Rule 47 of the Constitution states that the Board has the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the Board, but such a director may only hold office until the next AGM of the Company (but is eligible for election at that AGM).

In accordance with these requirements, Hugh Robertson ceases to hold office as a director at this year's AGM and, being eligible, stands for election.

Mr Robertson was appointed as a director of the Company in May 2016. Hugh has over 30 years' experience in the financial services sector having been involved in a number of successful stockbroking and equity capital markets businesses. Hugh has previously been a director of HUB24 and OAMPS and is currently a non-executive director of AMA Group Limited and TasFood Limited.

In addition to his role as a non-executive member of the Board, Mr Robertson is member of the Group Audit, Risk and Compliance Committee.

The directors (other than Mr Robertson) recommend that shareholders vote in favour of resolution 2.

#### **5. RESOLUTION 3 — ELECTION OF GEORG CHMIEL**

Rule 47 of the Constitution states that the Board has the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the Board, but such a director may only hold office until the next AGM of the Company (but is eligible for election at that AGM).

In accordance with these requirements, Georg Chmiel ceases to hold office as a director at this year's AGM and, being eligible, stands for election.

Mr Chmiel was appointed as a director of the Company in October 2016. Georg has more than 22 years of experience in the online media, financial services and real estate industry. Until September 2016, Georg was Managing Director and CEO of iProperty Group, Asia's No. 1 Online Property Group, operating in 7 countries across Asia. Earlier, Georg was Managing Director and CEO of LJ Hooker Group with 700 offices across 9 countries providing residential and commercial real estate as well as financial services. Before that, Georg held the position of CFO and General Manager International at REA Group Ltd (ASX: REA) and was instrumental in building a solid platform for expansion which allowed exponential growth. With companies such as Deutsche Bank and McKinsey & Company, Georg has also built his expertise in the area of company strategy and corporate finance with a clear focus on growth companies and disruptive technologies.

In addition to his role as a non-executive member of the Board, Mr Chmiel is a member of the Group Audit, Risk and Compliance Committee.

The directors (other than Georg Chmiel) recommend that shareholders vote in favour of resolution 3.

#### **6. RESOLUTION 4 — LONG TERM INCENTIVE PLAN**

Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12 month period.

Listing Rule 7.2, exception 9 provides that Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme, which has been approved by shareholders, within three years from the date of issue of the relevant securities.

The Company is seeking approval from shareholders that the issue of shares under the Company's long-term incentive plan (LTIP) be exempt from its 15% capacity under Listing Rule 7.1, in accordance with Listing Rule 7.2 exception 9.

The LTIP has not previously been approved and, therefore, no securities have yet been issued under it.

A summary of the key terms of the LTIP is provided below.

|                             |   |
|-----------------------------|---|
| <b>Summary</b>              | The LTIP is a performance rights plan administered by a trust.  |
| <b>Eligibility criteria</b> | Eligible participants are as determined by the Board from time to time and this may include permanent, full-time or part-time employees or directors of the Company or any related body corporate of the Company or consultants to the Company. As at the date of this Notice, the Board has determined that eligible participants are permanent, full-time or part-time employees or executive directors of the Company or any related body corporate of the Company.  |
| <b>Award</b>                | Performance rights will vest and become exercisable to the extent that any applicable performance, service or other vesting conditions specified at the time of grant are satisfied. The Board has the discretion to set the terms and conditions on which it will offer performance rights under the plan including the vesting conditions and waiver of the terms and conditions. The Board may determine that the performance rights will be subject to vesting conditions and if so will specify those vesting conditions in the offer. Vesting conditions may include conditions relating to continuous employment, performance of the participant, performance of the Company or the occurrence of specific events. |
| <b>Performance rights</b>   | Upon satisfaction of any vesting conditions, each performance right will automatically convert to a share on a one for one basis. Performance rights do not carry any voting rights or dividend entitlements.   |
| <b>Vesting of rights</b>    | Subject to the satisfaction of any other vesting conditions (including employment conditions), performance rights will vest in a manner determined by the Board.  |
| <b>Shares</b>               | Shares issued under the plan on conversion of a performance right will rank equally with shares. Depending on the terms of issue, shares may be subject to disposal restrictions, so that they may not be disposed or dealt with for a period of time. Shares allocated on vesting or exercise of a performance right carry the same rights and entitlements as other issued shares including dividend and voting rights.   |



|                              |  |
|------------------------------|--|
| <b>Quotation</b>             | Performance rights will not be quoted on the ASX. The Company will apply for official quotation of any shares issued under the plan in accordance with the Listing Rules and having regard to any disposal restrictions.   |
| <b>Change in control</b>     | The Board has the discretion to accelerate vesting of performance rights in the event of certain changes of control. In addition, unvested performance rights may lapse or remain in place as the Board determines if a change in control occurs.  |
| <b>Disposal restrictions</b> | Without the prior approval of the Board, performance rights may not be sold, transferred, encumbered or otherwise dealt with and a participant cannot enter into any arrangement for the purpose of hedging or otherwise affecting their economic exposure to performance rights.                                    |
| <b>Cash payment</b>          | The Board may decide, in its absolute discretion, to substitute the allocation of shares on the vesting of rights, for the payment to the participant of a cash amount calculated in accordance with the terms of the LTIP.  |
| <b>Trust arrangements</b>    | The Board may use an employee share trust or other mechanism for the purpose of holding shares under the LTIP on such terms and conditions as determined by the Board. The Company has implemented a trust to hold shares to be issued to participants if the vesting conditions for the performance rights are met. |
| <b>Amendments</b>            | To the extent permitted by the Listing Rules, the Board retains the discretion to vary the terms and conditions of the LTIP. This includes varying the number of rights or number of shares upon a reorganisation of capital.  |
| <b>Other terms</b>           | The LTIP also contains customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the LTIP.   |

The directors abstain, in the interests of corporate governance, from making a recommendation in relation to resolution 4.

## 7. RESOLUTION 5 — ISSUE OF SHARES TO MANAGING DIRECTOR: JOHN DE ZWART

### *Background and reasons for the proposal*

Excluding the value of the LTIP (see further below), the Managing Director's remuneration package for the 2016/2017 financial year is as follows:

- \$475,000 fixed base salary (including superannuation); and
- a short term incentive of \$250,000 – following the achievement of key performance targets that measured Group EBITDA, key project execution, mergers and acquisitions, net flows, employee engagement, compliance culture and adviser promotion.

The rights are to be granted to Mr de Zwart under the LTIP. The LTIP is a performance rights plan (see the summary for resolution 4 above).

The indicative fair value of the rights to be granted to Mr de Zwart is as follows:

| Number of rights to be granted under the LTIP | Indicative fair value of the rights* |
|---|--------------------------------------|
| 1,500,000                                     | \$474,300                            |

\*The indicative fair value of \$0.3162 per right was calculated by an external party using a Monte Carlo Simulation methodology and was based on a number of assumptions including: a share price of \$0.4671, volatility of 44.2% and a risk free rate of 1.65%.

#### *Previous issues made to the Managing Director under existing incentive arrangements*

No previous shares have been issued to Mr de Zwart under the LTIP. Mr de Zwart has previously received the following incentives:

- In 2013, the Company approved the issue of 1,500,000 performance rights to Mr de Zwart under the terms of his executive employment agreement.
- In 2014, the Company approved the issue of 2,800,000 shares and, in 2015, the Company approved the issue of 1,500,000 shares to Mr de Zwart under the terms of the Company's existing loan backed share plan (and held by the trustee for the plan, subject to satisfaction of applicable vesting conditions).

Following further review of the Company's long-term incentive arrangements it has been determined that the incentive for this year is more appropriately dealt with under the new LTIP, rather than pursuant to the existing loan backed share plan.

#### *Shareholder approval and the proposal*

Approval is sought under Listing Rule 10.14 and Chapter 2E of the Corporations Act for the grant to Mr John de Zwart, the Managing Director, of rights to receive 1,500,000 ordinary fully paid shares on the terms and conditions detailed in this explanatory statement.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

For the purposes of Listing Rule 10.15, a summary of the principal terms of rights to be granted to Mr de Zwart are as follows:

Subject to the performance conditions being satisfied, the rights will vest on 1 December 2019. The measure of performance is a combination of:

- Continued employment at the applicable vesting date.
- Satisfactory personal performance as evidenced by annual performance appraisals and ongoing satisfactory conduct.

- Performance measured against relative Total Shareholder Return (**rTSR**), defined at three market sector levels, with reference to a defined peer group of ASX-listed companies operating within the diversified financial industry sector, in accordance with the matrix set out below. For any rights to vest, rTSR hurdles must be exceeded.

| rTSR threshold  | Percentage of rights that vest |
|---|--------------------------------|
| Under the rTSR threshold  | Nil                            |
| <b>Threshold</b> – being the market sector 25 <sup>th</sup> percentile rTSR | 25%                            |
| <b>Target</b> – being the market sector median rTSR                         | 50%                            |
| <b>Stretch</b> – being the market sector 75 <sup>th</sup> percentile        | 100%                           |

- Between ‘Threshold’ and ‘Stretch’, the vesting of rights will increase in linear correlation to the Company’s rTSR outcome.
- The performance period will be three years commencing on 1 July 2016 and the rights will expire on 1 December 2022.
- The maximum number of shares which may be issued to Mr de Zwart on vesting of the rights is 1,500,000 ordinary shares (subject to adjustment in accordance with the terms of the LTIP). The shares to be received by Mr de Zwart are to be held by the trust for the LTIP (which will source the shares via an issue from the Company or on-market).
- Following the vesting date and the Board’s determination of the number of rights to vest, Mr de Zwart has the discretion to exercise the vested rights within 3 years of the vesting date, which will be as permitted by law and may include:
  - a minimum percentage of the vested rights to be exercised at any one time;
  - a maximum frequency of exercising of vested rights in any given period; and
  - a reasonable period of notice to be given by Mr de Zwart of each proposed exercise date.
- No cash consideration is payable by John de Zwart for any shares issued to him on vesting of the rights.
- No rights have been issued under the LTIP to Mr de Zwart, any other director of the Company, any associate of a director of the Company or any other person referred to in rule 10.14 of the Listing Rules. The LTIP has not previously been approved and, therefore, no securities have yet been issued under it.
- As at the date of this notice, the only director who may acquire rights under the LTIP is Mr de Zwart (as an executive director). Otherwise, the LTIP is restricted to senior executives of the Company, who as at the date of this notice are not associates of any of the directors or a person referred to in Listing Rule 10.14.
- No loan in relation to the acquisition of rights has been given by the Company under the LTIP.

- If the resolution is passed, it is proposed that the rights will be granted on or around 19 December 2016 and, in any event, no later than 12 months after the AGM.
- Other terms and conditions of the LTIP are summarised in resolution 4.

*Approval to give a financial benefit to a related party*

Chapter 2E of the Corporations Act requires shareholder approval for a public company (such as the Company) to give a financial benefit to a related party in certain circumstances. Mr John de Zwart, being the Managing Director of the Company, is a related party of the Company. The grant of the rights under the LTIP, on the terms and conditions detailed in this explanatory statement, constitute the giving of a financial benefit to a related party.

Section 219 of the Corporations Act requires certain information to be given to shareholders about the proposed financial benefit when considering whether to approve it. The following sets out, or refers to, such information:

- The related party to whom approval is sought under resolution 5 to permit the financial benefit to be given – Mr John de Zwart, the Managing Director of the Company.
- As at 20 September 2016, Mr de Zwart had an indirect interest in 2,580,743 ordinary shares held by Optimar Pty Ltd and Optiplus Super Pty Ltd of which Mr de Zwart is a beneficiary, 4,300,000 shares as beneficiary of Centrepont Alliance Services Pty Ltd as trustee under the terms of the Company's loan backed share plan, and 650,000 vested performance rights, with shares on exercise of those rights planned for issue to Mr de Zwart or his nominee in September 2016.
- The nature of the financial benefit to be given to Mr de Zwart – the grant of the rights on the terms and conditions detailed in this explanatory statement.
- Recommendations of each director of the Company – as set out below, each of the directors (other than Mr de Zwart) recommends that shareholders vote in favour of this resolution 5. Mr de Zwart has not made a recommendation as he has an interest in the resolution 5.
- The reasons for making the recommendation – each of the directors (other than Mr de Zwart) recommends that shareholders vote in favour of the resolution as it rewards the Managing Director in a manner which promotes both the long term performance and growth of the Company and the retention of the services of the Managing Director. The incentive is consistent with the value of long-term incentives issued to chief executive officers of companies of a comparable size. The objective is to provide an incentive to the Managing Director which promotes both the long term performance and growth of the Company and retention.
- The interest of each director of the Company in resolution 5 – Mr de Zwart has an interest in the resolution as he will be granted the rights on the terms and conditions detailed in this explanatory statement if the resolution is approved. No other director has an interest.
- Other information reasonably required by shareholders to assist them in deciding whether or not it is in the Company's interests to vote in favour of resolution 5 – further information on the terms of the LTIP is set out in resolution 4.

*Effect of the proposal*

On the basis of the total securities in the Company on issue as at 20 September 2016 and assuming all of the existing performance rights and shares issued under the loan backed share plan to Mr de Zwart vested, Mr de Zwart would hold approximately 4.84% of the total issued ordinary shares in the Company on a fully diluted basis. If the performance rights the subject to resolution 5 vested

(assuming no other issues of securities), his holding would increase to 5.81%. Accordingly, the issue of the shares could have a small dilutionary impact of approximately 0.97% on other shareholders. This impact must be balanced against providing an appropriate incentive to the Managing Director.

#### *Use of funds raised*

As no cash consideration is payable by John de Zwart for any shares issued to him on vesting of the rights, no funds will be raised by the Company as a result of the grant of the performance rights.

#### *Issue of securities since the last approval*

No shares have previously been issued to Mr de Zwart under the LTIP. Mr de Zwart received 1,500,000 performance rights (following approval at the 2013 AGM), 2,800,000 shares under the Company's existing loan backed share plan (following approval at the 2014 AGM) and a further 1,500,000 shares under the Company's existing loan backed share plan (following approval at the 2015 AGM). These are the only securities issued to a director under an employee incentive scheme since that date. Non-executive directors are not eligible to receive securities under the LTIP and Mr de Zwart is the only executive director.

#### *Sections 200B and 200C of the Corporations Act*

Section 200B of the Corporations Act states that a corporation must not give a person who holds a managerial or executive office a benefit in connection with their retirement from that office or position of employment in the corporation or a related body corporate, unless there is shareholder approval under section 200E or one of the limited exemptions apply.

Section 200C of the Corporations Act states that a person must not give a benefit to a person who holds a managerial or executive office in a company in connection with the transfer of the whole or any part of the undertaking or property of the company, unless there is shareholder approval under section 200E for the giving of the benefit.

Under the terms of the LTIP, if in certain circumstances the Company disposes of the whole (or a substantial part) of its business or property to another entity (**Business Disposal**), Mr de Zwart may be entitled to have ordinary shares issued to him for no cash consideration earlier than would have been the case had the disposal not occurred. The Board also has discretion to allow rights to continue if Mr de Zwart retires from the Company.

In the circumstances, a purpose of resolution 5 is to obtain shareholder approval so that the above benefits may be given to Mr de Zwart in connection with a Business Disposal, or otherwise at the discretion of the Board on ceasing employment with the Company, without breaching sections 200B or 200C of the Corporations Act.

In accordance with Listing Rule 10.19 the termination benefits that are or may be payable to any officer of the Company (including Mr de Zwart) will not together exceed 5% of the equity interests of the Company unless further approval is obtained from Shareholders.

In addition to setting out details of the benefit, section 200E states that the monetary value of the proposed benefit must be set out in, or accompany, the notice of meeting at which shareholder approval will be sought. If the value cannot be ascertained at that time, disclosure must be made of the manner in which that value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that value.

The value of the benefit which may be given to Mr de Zwart is comprised of:

- the value (at the time of issue) of any shares issued to him; and
- the value presently attributable to his right to be issued shares.

The actual value of the benefits described above is difficult to quantify. Among other things, it will depend on the future operating and financial performance of the Company, and the likelihood of a Business Disposal occurring and, therefore, the likelihood of shares being issued to Mr de Zwart.

However, assuming 1,500,000 ordinary shares will (or will likely) be issued to Mr de Zwart and at the time of issue those shares are worth \$0.4671 each (based on the volume weighted average price on ASX of the Company's shares over the 10 trading days ended on 20 September 2016), the money value of the benefit to Mr de Zwart would be \$700,650 (i.e. 1,500,000 × \$0.4671).

Each of the directors (other than Mr de Zwart) recommends that shareholders vote in favour of this resolution 5.

## **8. RESOLUTION 6 — MAXIMUM ANNUAL REMUNERATION OF NON-EXECUTIVE DIRECTORS**

Under rule 48 of the Company's constitution, the total amount or value of the remuneration of non-executive directors in any one year must not exceed the amount fixed by the Company in general meeting. Further, Listing Rule 10.17 requires shareholder approval to be obtained if an entity wishes to increase the total amount of fees payable to non-executive directors (including any superannuation contributions or fees which a non-executive director agrees to sacrifice on a pre-tax basis).

The Company last increased the maximum remuneration permitted for non-executive directors almost 4 years ago (at the 2012 AGM) to \$425,000. The Company engaged an external consultant to conduct an independent review of market remuneration practice relating to director fees. The review recommended an increase in the Company's director fees and the Board subsequently increased annual fees to \$135,000 (inclusive of superannuation) for the chairman and \$85,000 (inclusive of superannuation) for other non-executive directors, effective 1 July 2016.

The directors believe that the fees offered by the Company to non-executive directors need to remain competitive in order to continue to attract and retain competent and experienced directors.

In the circumstances, the directors propose to increase the maximum annual amount available as remuneration for non-executive directors by \$125,000 to \$550,000. This maximum amount excludes any reasonable travel, accommodation and other expenses incurred by those directors while engaged on Company business (see rule 49 of the Company's constitution), any benefits paid in connection with their retirement as directors in accordance with the Corporations Act (rule 50), and any payments under an indemnity given to them by the Company.

No securities have been issued to non-executive directors under Listing Rules 10.11 or 10.14 at any time within the last 3 years.

Noting each non-executive director has a personal interest in his remuneration from the Company, the board unanimously recommends that shareholders vote in favour of resolution 6.

## GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited.

“**Board**” means the board of directors from time to time.

“**Chairman**” means the chairman of the Board.

“**Company**” means Centrepont Alliance Limited ACN 052 507 507.

“**Constitution**” means the constitution of the Company from time to time.

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Explanatory Statement**” means this explanatory statement.

“**Listing Rules**” means the Listing Rules of the ASX.


“**Managing Director**” means the managing director of the Company. Mr. John de Zwart is the current managing director.

“**Notice**” or “**Notice of Annual General Meeting**” means the notice of annual general meeting which accompanies this Explanatory Statement.



**Lodge your vote:**

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
 Computershare Investor Services Pty Limited  
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 Victoria 3001 Australia

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

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 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 763 925  
 (outside Australia) +61 3 9415 4870

**Proxy Form**

**XX**



**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://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 that you will need to vote:**

**Control Number: 139055**

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 10:30am (Sydney time) Sunday, 27 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 do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**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.

**A proxy need not be a securityholder of the Company.**

**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. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, 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 →**



**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Centrepoint Alliance Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the 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 the Meeting, as my/our proxy to act generally at the Meeting 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 Meeting of Centrepoint Alliance Limited to be held at the Office of Deloitte Touche Tohmatsu at Grosvenor Place, Level 9, 225 George Street, Sydney, New South Wales on Tuesday, 29 November 2016 at 10:30am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 - 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 - 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 - 6 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.

|              |   | For                      | Against                  | Abstain                  |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Hugh Robertson                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Georg Chmiel                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Long Term Incentive Plan                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Acquisition of Shares by Managing Director: John de Zwart | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Maximum Annual Remuneration of Non-Executive Directors    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_