

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Centrepoint Alliance Limited

ABN / ARBN:

72 052 507 507

Financial year ended:

30 June 2017

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://www.centrepointalliance.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 24 August 2017 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 24 August 2017

Name of Director or Secretary authorising
lodgement: Debra Anderson

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/corporate-governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at 2017 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at 2017 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.centrepoinalliance.com.au/investor-centre/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at 2017 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Centrepont Alliance Limited

(ABN 72 052 507 507) (the “Company”)

CORPORATE GOVERNANCE STATEMENT

CENTREPOINT ALLIANCE LIMITED

CORPORATE GOVERNANCE STATEMENT–2017

This statement reports on the main corporate governance practices of Centrepont Alliance Limited (**Centrepont** or the **Company**) as at 24 August 2017. References in this statement to “reporting period” are to the financial year ended 30 June 2017.

Corporate Governance Policies and Practices

The Company’s Board of directors (**Board**) are responsible for establishing the corporate governance framework of the Company and its subsidiaries (**Group**). The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

Key aspects of the Company’s corporate governance are set out below and, with the exception of those matters specifically referred to, the Company has followed the ASX “Corporate Governance Principles and Recommendations” 3rd Edition (**Recommendations**). Many of the detailed provisions of these Recommendations are embedded in the Company’s corporate policies, and are not repeated in this Statement.

For further information on the Company’s corporate governance policies and charters, please go to <http://www.centrepontalliance.com.au/investor-centre/corporate-governance/>.

Further information in regard to directors, meetings and attendance is available in the Directors’ Report in each Annual report.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Roles and responsibilities of the Board and Management

The Board has established structures, policies and systems to clearly define the respective roles of the Board and management and to clearly reserve certain functions and powers to the Board.

The activities of the Board are governed by a Board charter that sets out requirements relating to membership, independence, operations and responsibilities. The Board has the following key responsibilities:

- overall guidance – including the determination of strategic and financial objectives;
- effective oversight of management – including overseeing and monitoring; implementation of policies and resources to achieve those strategies and financial objectives; and
- ensuring compliance with the Company’s Constitution, and all legal and regulatory requirements, and ethical standards.

The Company's Board Charter and Constitution are available on the Company's website.

The Board has particular responsibility for the appointment, remuneration and performance review of the Chief Executive Officer (**CEO**); and oversight of the engagement of senior executives, including the Company Secretary.

The Company Secretary is directly accountable to the Board, through the Chair, on all matters related to the proper functioning of the Board as detailed in the Board Charter.

There are procedures in place, agreed by the Board to enable directors, in furtherance of their duties, to seek independent professional advice at the Company's expense.

Board Committees

To assist in carrying out its responsibilities, the Board has established the following Committees:

- Group Audit, Risk and Compliance Committee
- Nomination Remuneration & Governance Committee
- Group Investment Committee

Each Committee has adopted a formal charter that outlines its duties and responsibilities. A full copy of each of the Committee charters is available on the Company's website.

Delegation to management

The Board has delegated to the Managing Director the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities specifically reserved to the Board in the Board charter.

The Board may impose further specific limits on the Managing Director's delegations. These delegations of authority will be maintained by the company secretary and will be reviewed by the Board as appropriate from time to time.

The Managing Director has authority to sub-delegate to other senior executives.

Director Election and Re-election

The Company undertakes appropriate checks, including, checks on character, experience, education and skills, criminal record and bankruptcy history before appointing a director or putting forward to shareholders a candidate for election as a director; and provides shareholders with details of all material information relevant to a decision on whether to elect or re-elect a director.

The Company has written agreements with each director and senior executives setting out their terms of appointment.

Diversity

The Board is committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. The Company has a Diversity Policy and an Anti-Discrimination & Equal Employment Opportunity Policy and they are reviewed regularly.

A number of diversity objectives have been established to assess progress towards the Board's commitments including:

- Promoting an inclusive culture which treats the workforce with fairness and respect (the Company has set a zero tolerance against discrimination of employees);
- Providing career development opportunities for all employees irrespective of gender, cultural or other differences (the Company encourages training and advancement for all employees through regular reviews and assessments); and
- Monitoring and reporting on the percentage of females in the workforce and in senior executive positions (currently 48% of employees and 14% of senior executives are female). Senior executives are defined as the Managing Director and the Managing Director's direct reports.

The composition of the Board is reviewed on an annual basis and in the event a vacancy arises, the Board Charter requires that diversity be considered as part of the criteria in assessing candidates. As at the date of this Statement, the Board is composed of six male directors, and a male and female company secretary.

The Company continues to review and update the measurable objectives to promote diversity for the future.

The Company's Diversity Policy, Anti-Discrimination & Equal Employment Opportunity Policy and Board Charter are available on the Company's website. The Company's annual report to the WGEA was submitted in May 2017 and is available on the WGEA website at: <http://search.wgea.gov.au/>

Evaluation of the performance of the Board, its committees, individual directors and senior executives

On an annual basis the Nomination, Remuneration and Governance Committee and ultimately the Board review the performance of the Managing Director and individual directors. The criteria used to assess the Managing Director include underlying profit, improvement of customer retention engagement, strengthening organisational capability and business sustainability through talent acquisition, retention and development and improvement in compliance levels and risk management.

The criteria used to review individual directors include assessment of relevant skills and characteristics, tenure, diversity, industry knowledge, experience and expertise.

The Group Audit, Risk and Compliance Committee; the Nomination, Remuneration and Governance Committee and the Group Investment Committee generally conduct their own annual assessments in accordance with their charters.

A performance evaluation of the Board, each of its committees and individual directors (including the Managing Director) was undertaken in the reporting period in accordance with the above process.

A copy of the Group Audit, Risk and Compliance Committee; Nomination, Remuneration and Governance Committee and Group Investment Committee charters are available on the Company's website.

On an annual basis the performance of senior executives is reviewed against underlying group profit, business line profit and agreed key performance indicators. This review was undertaken as part of that Board review during the period.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Nomination, Remuneration and Governance Committee (NRGC)

The role of the NRGC is to ensure that the Company has appropriate corporate governance measures in place and to set policy and strategy for the appointment, compensation and performance review of directors and executives; to approve senior executive service agreements and severance arrangements; to oversee use of equity-based compensation and to ensure appropriate communication and disclosure practices are in place.

Nomination duties and responsibilities include:

- Assisting and advising the Board with regard to appointments, terminations and succession planning of directors and senior executives, specifically including the company secretary;
- Assessing necessary competencies of directors and senior executives; and
- Reviewing the performance of directors in accordance with evaluation criteria.

Remuneration duties and responsibilities include:

- Assisting and advising the Board with regard to remuneration policies and strategy for the Company;
- Setting the framework for remuneration of the directors and senior executives; and
- Approving and monitoring company incentive schemes and equity based remuneration arrangements.

Governance duties and responsibilities include:

- Developing and reviewing corporate governance policies; and
- Advising the Board on regulatory and compliance issues, with particular reference to disclosure; ASX Listing Rules and Recommendations.

Due to the relative size of the Company and the Board, this committee consists of three directors, all of whom are independent non-executive directors and is chaired by John O'Shaughnessy who is an independent non-executive director. The committee operates under a charter approved by the Board, which is reviewed at least annually. The details of the members of this committee are available on the Company's website.

A copy of the charter is available on the Company's website.

The NRGCC met eight times during the 2017 Financial Year. The individual attendance of members at the meetings of this committee are set out in the Company's annual report.

Board Skills Matrix

The Board has developed a skills matrix to identify the required skills and experience against those of current directors; and as a guide to the skills and experience required of future directors.

The skills, experience and expertise of each director are set out in their biographies which are available on the Company's website.

The Board has approved the following board skills matrix which sets out the skills and diversity that the Board currently has or is looking to achieve in its membership. All of the directors (including the Executive Director) have been assessed against the skills matrix. The Board skills matrix will continue to develop as strategy develops. All areas of the skills matrix are currently well represented on the Board.

Business skills and knowledge

- Strategy
- Financial literacy / acumen
- Risk management and compliance
- Legal
- Managing people / achieving change

Industry skills and knowledge

- Credit services
- Financial markets and services, including AFSL
- Investment services

Formal Qualifications

- Accounting and/or finance
- Economics, law, commerce and/or business
- Financial services
- Marketing

Corporate Experience

- Advertising / social media
- Board experience (listed and non-listed)
- Business development
- Customer service
- Director qualifications / training
- Corporate leadership / executive management
- Governance
- Health and safety
- Information management
- Marketing
- Mergers and acquisitions
- Professional membership
- Project management
- Regulatory policy
- Remuneration
- Social responsibility

Structure of the Board

Name	Position	Term in Office
Alan Fisher	Chairman & Independent Non-Executive Director	1 year
John de Zwart	Managing Director and CEO	4 years
Martin Pretty	Non-Executive Director	3 years
John O'Shaughnessy	Independent Non-Executive Director	2 years
Hugh Robertson	Independent Non-Executive Director	1 year
Georg Chmiel	Independent Non-Executive Director	10 months

Board Composition

Biographies of the current Board are contained in the Directors' Report and on the Company's website <http://www.centrepoinalliance.com.au/about-us/board-of-directors/>.

A majority of the Board (including the chair) are deemed by the Board to be independent.

The Company has an induction program for new directors; and encourages and has policies for payment for on-going professional development by directors.

PRINCIPLE 3: ACTING ETHICALLY AND RESPONSIBLY

Code of Conduct

The Board is committed to establishing and maintaining appropriate ethical standards to underpin the Company's operations and corporate practices. The Board has adopted a Group code of conduct for its directors, senior executives and employees.

A copy of the Group Code of Conduct is available on the Company's website.

PRINCIPLE 4: SAFEGUARDING INTEGRITY IN CORPORATE REPORTING

Group Audit, Risk and Compliance Committee (GARCC)

The combination of audit, risk and compliance responsibilities in one committee and the composition of this committee is a decision of the Board to reflect the relative size of the Company and the Board and the interlocking nature of these activities in the financial services sector.

The Committee is responsible for:

- overseeing the integrity of the financial reporting process and financial statements, the appointment of independent and competent external auditors; performance and review of the external audit process; review of internal controls;
- overseeing the Company's system of risk management and internal controls; and
- overseeing the Company's systems and procedures for compliance with applicable legal and regulatory requirements.

The GARCC consists of three directors, two of whom are independent non-executive directors, and is chaired by Georg Chmiel who is an independent non-executive director and is not chair of the Board. The committee operates under a charter approved by the Board of directors, which is reviewed at least annually.

The details of the members of this committee are available on the Company's website.

A copy of the charter is available on the Company's website.

The GARCC met five times during the 2017 Financial Year. The individual attendance of members at the meetings of this committee are set out in the Company's annual report.

Declaration under s295A of the *Corporations Act 2001*

The Company receives certifications in terms of s295A of the *Corporations Act 2001* from the CEO and CFO with each published financial report.

External Auditor

The Company's external auditor is Deloitte Touche Tohmatsu and the auditor attends General Meetings and the Annual General Meeting to respond to questions from shareholders in regard to the Audit.

PRINCIPLE 5: MAKING TIMELY AND BALANCED DISCLOSURE

The Board is committed to ensuring the timely and balanced disclosure to the market and to ensure shareholders, investors and all other appropriate parties are fully informed of any matters that may impact on the Company. The Company complies with all relevant disclosure laws and the ASX Listing Rules.

The Chair, Managing Director and Company Secretary are responsible for managing the Company's compliance with its disclosure obligations.

The Company's policy on timely and balanced disclosure is set out in the Company's Disclosure & Communication Policy and Disclosure & Materiality Guidelines, which are reviewed at least annually and are available on the Company's website.

Securities Trading

The Company has strict regulations governing any trading in company shares by directors and employees, which are set out in the Company's Securities Trading Policy, which is reviewed at least annually. Breaches of the policy are subject to disciplinary action that may result in termination of employment. A copy of the Securities Trading Policy is available on the Company's website.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Communication with shareholders

The Company is committed to ensuring that shareholders are fully informed as follows:

- The Annual Report is distributed as required by law;
- The Board ensures the Annual Report includes relevant information about the operations of the Company during the year, changes in the state of affairs of the Company and details of future developments, and other disclosures required by the *Corporations Act 2001*;
- The half-yearly report contains summarised financial information and a review of the operations of the Company during the period. The half-year audit reviewed financial report is prepared in accordance with the requirements of applicable accounting standards and the *Corporations Act 2001* and is lodged the ASX. The financial report is sent to all shareholders upon request;
- Proposed major changes in the Company that may impact on share ownership rights are submitted to a vote of shareholders;
- Notices of all meetings of shareholders; and
- Meeting with shareholders on a regular basis and upon request.

The Company maintains a section of its website that provides comprehensive investor information about its governance and disclosures; and electronic communication links which are available at <http://www.centrepoinalliance.com.au/investor-centre/>.

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Written questions are encouraged. Important issues are presented to shareholders as single resolutions.

The shareholders vote on the appointment and aggregate remuneration of directors, granting of options and shares to directors and changes to the Constitution.

The Company's share registry provides shareholders with the option to receive communications from them electronically and to send communications electronically.

The Company provides shareholders with the option to communicate electronically and to receive annual reports electronically or to elect to receive them in hard copy upon request.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Risk Management

The risk committee forms part of the combined GARCC, which is detailed under Principle 4 above. The GARCC assists the Board in its role in identifying and managing the risks in the Company. The Company also has a detailed Risk Management Policy and Risk Management Framework, which are reviewed at least annually. Individual business units appoint risk officers and maintain risk registers for their businesses including a description and rating of the risk, risk implications and detailed treatment and mitigation strategies.

The GARCC conducted an annual review of the risk management policy and framework

Group Investment Committee (GIC)

In addition to the GARCC the Company has a separate Group Investment Committee.

The principle roles of the GIC are to:

- Ensure the efficient and effective meeting of licence conditions as it relates to investments in all licences within the Group;
- Review and recommend the Group investment philosophy including strategic asset allocation changes of the Group;
- Review and assess partner arrangements and mandates;
- Review and assess strategic developments in investment solutions;
- Review and assess any material deviations to product and portfolio outcomes and investment related incidents, breaches or complaints;
- Review and recommend policies to the Board; and

- Ensure that the product and services selection and review process is not materially affected by any known or potential conflict.

The committee comprises one non-executive director, one executive director and two additional members and is chaired by Martin Pretty who is a non-executive director. The committee operates under a charter approved by the Board, which is reviewed at least annually.

The details of the members of this committee are available on the Company's website.

A copy of the charter is available on the Company's website.

The GIC met five times during the 2017 Financial Year. The individual attendance of members at the meetings of this committee are set out in the Company's annual report.

Internal Audit

The Company does not have a formal internal audit function, and the Board does not consider it necessary to establish this capacity at this stage of the Company's development. This places a greater reliance on management system controls. Some of the greatest risks in the businesses are in compliance with Australian Financial Services Licences and other licence conditions; which are closely monitored through a well-resourced, specialist internal compliance function combined with an external independent review at least annually. A large volume of the financial transactions are the result of payments from platform and other providers that are large and sophisticated entities; whose systems and controls assist in providing data integrity.

Each business unit is required to report to the GARCC on a regular basis to summarise their risks, provide detail on high and very high risks and update on any changes and progress in relation to risk management.

The Managing Director regularly reports to the Board on group risks; and the group risk management process is managed by a dedicated manager.

Economic, environmental or social sustainability risks

The Company does not have any material exposure to economic, environmental or social sustainability risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

The Remuneration Committee forms part of the NRGC which is detailed under Principle 2 above.

Part of the role of the NRGC is to advise the Board on the remuneration policies and practices of senior executives and directors.

Remuneration

Details on performance measurement and remuneration of directors and specified executives are contained in the Remuneration Report, incorporated in the Directors' Report. There is no scheme to provide retirement benefits (other than statutory superannuation), options or performance related incentives to non-executive directors. Non-executive directors receive a fixed fee.

The Company has a Securities Trading Policy that deals with entering into transactions which limit the economic risk of trading the Company's shares including shares issued under any equity-based remuneration scheme.

A copy of the Securities Trading Policy is available on the Company's website.