

CENTURY
AUSTRALIA
INVESTMENTS LIMITED



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2017 Annual General Meeting (**AGM**) of Century Australia Investments Limited (ABN 11 107 772 761) (**Century Australia** or the **Company**) will be held in **The Wesley Centre, 220 Pitt Street, Sydney** on **Wednesday, 29th November 2017** at **8:30 am** (Sydney time).

ORDINARY BUSINESS

Item 1: To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2017.

Note: There is no requirement for Shareholders to approve these reports.

Resolution 1: Re-election of Stephen Menzies as a Director
In accordance with Century Australia's Constitution and ASX Listing Rule 14.4, to consider and, if thought fit, pass the following as an ordinary resolution:

That Stephen Menzies, who retires in accordance with Rule 6.4(a) of the Constitution and being eligible for re-election, is re-elected as a Director.

Note: The non-candidate directors unanimously support the re-election of Stephen Menzies. The Chairman of the Meeting intends to vote undirected proxies in favour of Stephen Menzies' re-election.

Resolution 2: Re-election of Geoffrey Wilson as a Director
In accordance with Century Australia's Constitution and ASX Listing Rule 14.4, to consider and, if thought fit, pass the following as an ordinary resolution:

That Geoffrey Wilson, who retires in accordance with Rule 6.4(a) of the Constitution and being eligible for re-election, is re-elected as a Director.

Note: The non-candidate directors unanimously support the re-election of Geoffrey Wilson. The Chairman of the Meeting intends to vote undirected proxies in favour of Geoffrey Wilson's re-election.

Resolution 3: Adoption of Remuneration Report
To consider, and, if thought fit, pass the following as an ordinary resolution:

In accordance with Section 250R of the Corporations Act, the Company adopt the Remuneration Report for the financial year ended 30 June 2017 in the form set out in the Directors' Report.

Note: This Resolution 3 is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION STATEMENT:

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**), whose remuneration details are included in the 2017 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for or against) on the Resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the Resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

NOTE: "Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

The Chairman will vote all undirected proxies in favour of this Resolution 3. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that for the purposes of the AGM all shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (Sydney time) on Monday, 27th November 2017 will be entitled to attend and vote at the AGM as a shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

PROXIES

All Shareholders are entitled to appoint a proxy to attend and vote in their absence. Proxies do not need to be a Shareholder and Shareholders may appoint not more than two proxies. If you appoint two proxies you may specify the percentage or number of votes each proxy is appointed to exercise. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, then by submitting the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your proxy on the relevant Resolution, even if the Resolution is connected directly or indirectly with the remuneration of the KMP.

To be effective, the proxy must be received at the Share Registry of the Company no later than 8.30am (Sydney time) on Monday, 27th November 2017 (being 48 hours before

the time for holding the AGM). Proxies must be received before that time by one of the following methods:

Hand deliveries Link Market Services Limited
1A Homebush Drive
Rhodes NSW 2138

Postal address: Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Fax number: +61 2 9287 0309

Online: www.linkmarketservices.com.au

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 8:30am (Sydney time) on Monday, 27th November 2017, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au select Voting then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 3.00pm on Wednesday, 22nd November 2017. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on website of the Company's Share Registry (www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

By order of the Board

Sophia Gartzonis
Company Secretary
30 October 2017

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared for the information of the Shareholders in relation to the business to be conducted at the AGM to be held on Wednesday, 29th November 2017 at 8:30am (Sydney time).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolutions 1 and 2 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution. Resolution 3, relating to the Remuneration Report, is also an ordinary resolution, however it is advisory only and does not bind the Directors or the Company.

Item 1 - Annual Financial Statements:

The Corporations Act requires:

- o The reports of the Directors and the Company's Auditor; and
- o The Financial Report, including the Financial Statements of the Company for the financial year ended 30 June 2017,

to be laid before the AGM.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements other than the advisory vote in respect of the remuneration report, forming part of the Directors' report (refer to Resolution 3). In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements, including the remuneration report, at the Meeting.

Further, a reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report. Members may also submit written questions for the Company's Auditor to the Company no later than 3pm on Wednesday, 22nd November 2017 (being no later than the fifth business day before the AGM is held).

Resolution 1 - Re-election of Stephen Menzies as a Director – ordinary resolution

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Mr Menzies was appointed as a Director on 17 January 2006 and was last re-elected to the Board on 7 November 2014. Accordingly, Mr Menzies is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Mr Menzies is Chairman of the Audit Committee and is a Non-Executive Director. Mr Menzies is a corporate lawyer with a broad policy and regulatory background. He was previously a partner of Ashurst and specialised in securities issues, financial product development, funds management, and corporate finance. Mr Menzies was a National Director for Enforcement at the Australian Securities Commission. Mr Menzies brings a wealth of experience in corporate structuring and corporate finance. During the past three years, Mr Menzies has served as a Director of Platinum Asset Management Limited, Freedom Insurance Group Limited and as Chairman of the Centre for Quantum Computation & Communication Technology.

The non-candidate Directors unanimously support the re-election of Stephen Menzies.

Resolution 2 - Re-election of Geoffrey Wilson as a Director – ordinary resolution

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Mr Wilson was appointed as a Director on 22 September 2014 and was last re-elected to the Board on 7 November 2014. Accordingly Mr Wilson is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Mr Wilson serves on the Board of Directors and on the Audit Committee. Mr Wilson has over 37 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Mr Wilson founded Wilson Asset Management in 1997. Mr Wilson created Australia's first listed philanthropic wealth creation vehicles, Future Generation Investment Company and Future Generation Global Investment Company. Mr Wilson holds a Bachelor of Science, a Graduate Management Qualification and is a Fellow of the Financial Services Institute of Australia and the Australian Institute of Company Directors (AICD). Mr Wilson is currently Chairman of WAM Capital Limited (appointed March 1999), WAM Research Limited (appointed June 2003), WAM Active Limited (appointed July 2007), WAM Leaders Limited (appointed March 2016), WAM Microcap Limited (appointed March 2017) and the Australian Stockbrokers Foundation. He is the founder and a Director of Future Generation Global Investment Company Limited (appointed May 2015) and Future Generation Investment Company Limited (appointed July 2014) and a Director of Australian Leaders Fund Limited (appointed October 2003), Clime Capital Limited (appointed September 2003), Global Value Fund Limited (appointed April 2014), Incubator Capital Limited (appointed February 2000), Sporting Chance Cancer Foundation, Australian Fund Managers Foundation, Odyssey House McGrath Foundation, Australian Children's Music Foundation and he is a Member of the Second Bite NSW Advisory Committee. He is also founder and Director of investment management companies Wilson Asset Management (International) Pty Limited and MAM Pty Limited.

The non-candidate Directors unanimously support the re-election of Geoffrey Wilson.

Resolution 3 - Remuneration Report of the Company – ordinary resolution

The current policy in relation to the remuneration of the Directors is set out under the "Remuneration Report" heading in the Directors' Report. Total remuneration payable to the Directors is limited to \$120,000 per annum (inclusive of superannuation). No change to the total Directors' remuneration is proposed for the 2018 financial year. Shareholders can view the full Remuneration Report in the Annual Report which is available on the Company's website at www.centuryaustralia.com.au.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of Shareholders and Shareholders have the opportunity to discuss the Remuneration Report at the AGM. However, under Section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Company or the Directors.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, the Company must put to Shareholders a resolution that another meeting be held at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting within 90 days of the second annual general meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this AGM.

Voting on Resolution 3 is advisory only and does not bind the Directors or the Company.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Definitions

AGM means the 2017 Annual General Meeting of the Company.

ASX means ASX Limited.

Board means the board of Directors of the Company.

Company means Century Australia Investments Limited.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Directors means the directors of the Company.

Listing Rules means the ASX Listing Rules.

Notice means this notice of annual general meeting and the accompanying explanatory memorandum.

Resolution means a resolution to be considered at the Meeting as set out in the Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

CENTURY AUSTRALIA

INVESTMENTS LIMITED

ABN 11 107 772 761

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Century Australia Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Century Australia Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, will act as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **8:30am on Wednesday, 29 November 2017 at The Wesley Centre, 220 Pitt Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Re-election of Stephen Menzies as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Geoffrey Wilson as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Remuneration Report of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CYA PRX1702C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

If you wish to appoint a Director (other than the Chairman) or other member of the KMP or their closely related parties, as your proxy, you must specify how they should vote on Resolution 3 by marking the appropriate box (either For/Against/Abstain). If you do not specify how your proxy should vote, your proxy will not be able to exercise your vote for Resolution 3.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. 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 this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **8:30am on Monday, 27 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Century Australia Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**