

12 October 2020

CENTREPOINT ALLIANCE LIMITED (ASX:CAF)

2020 ANNUAL GENERAL MEETING

Dear Shareholder

You are invited to attend the 2020 Annual General Meeting (**AGM**) of Centrepont Alliance Limited (**Centrepont**), which will take place on Friday, 13 November 2020 at 11:00am (AEDT).

Having regard for the COVID-19 pandemic, social distancing requirements and the health and safety of all involved, the 2020 AGM will be held as a virtual event. Shareholders and visitors will not be able to physically attend the AGM.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, Centrepont will not be dispatching physical copies of the Notice of Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX Announcements" section of Centrepont's website at <https://www.centrepontalliance.com.au/investor-centre/asx-announcements/>.

As you have not elected to receive Notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

The Notice is important and should be read in its entirety. If you have any questions regarding the matters set out in the Notice, please contact Centrepont, or your stockbroker or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 763 925 (within Australia) or +61 (3) 9415 4870 (outside Australia).

How you can participate in the AGM online

Shareholders can participate in the meeting online using one of the following methods:

- (a) From a computer, by entering the URL in the browser: **<https://web.lumiagm.com/350180265>**
- (b) From a mobile device by either:
 - entering the URL in the browser: **<https://web.lumiagm.com/350180265>**; or
 - by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

The Lumi online platform will allow shareholders to listen to the AGM, vote and ask questions online in real time. Visitors to the AGM will be able to listen to the AGM via the Lumi online platform but will not have access to vote or ask questions.

If you are planning to attend the AGM via one of the online platforms referred to above, we encourage you to submit a proxy and any questions ahead of the meeting.

How to submit your vote in advance of the meeting

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 11.00am (AEDT) on Wednesday, 11 November 2020. 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, NSW, 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
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 to submit your voting intentions

We look forward to your participation at the AGM and thank you for your continued support.

Yours faithfully



Alan Fisher
Chairperson
Centrepont Alliance Limited

CENTREPOINT ALLIANCE LIMITED

ACN 052 507 507

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Centrepont Alliance Limited (**Company**) will be held at 11:00am (Sydney time) on 13 November 2020 via Digital videoconference (Online) at <https://web.lumiagm.com>. Due to continuing developments in relation to the Coronavirus (COVID-19) (including the government's guidance and restrictions on travel and limitations on public gatherings), the meeting will be held as a virtual meeting.

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 2020.

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) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Company's remuneration report for the year ended 30 June 2020 be adopted."

Note: The Company's remuneration report for the year ended 30 June 2020 is set out on pages 12 to 20 of the Company's annual report for the year ended 30 June 2020. The vote on this resolution is advisory only and does not bind the Company or its directors.

Resolution 2 — Election of Alexander Beard

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

"That Alexander Beard, who retires in accordance with rule 47 of the Company's constitution and, being eligible, be elected as a director of the Company."

Resolution 3 — Re-election of Georg Chmiel

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

"That Georg Chmiel, who retires by rotation in accordance with rule 58(a)(ii) of the Company's constitution and, being eligible, be re-elected as a director of the Company."

Resolution 4 — Approval of Potential Termination Benefits

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

"That for the purposes of sections 200B, 200C and 200E of the Corporations Act, and for all other purposes, approval is given for the provision of benefits under the Company's Long Term Incentive Plan where all of the following conditions are met:

- a) the person receiving the benefit is currently or, in the future, an employee of the Company or a related body corporate;
- b) the person holds a managerial or executive office (as defined in the Corporations Act);

- c) the benefit is paid or provided:
 - a. on the person ceasing to hold a managerial or executive office, or position of employment, in the Company or a related body corporate of the Company; or
 - b. in connection with the transfer of the whole or any part of the undertaking or property of the Company; and
- d) the benefit is paid or provided on the terms set out in the Explanatory Statement."

By order of the Board



Kim Clark
Company Secretary
12 October 2020

Notes:

VOTING EXCLUSION STATEMENT:

CORPORATIONS ACT

Resolution 1

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a. any Director;
- b. a member of the Company's Key Management Personnel (**KMP**) named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- c. as a proxy by a member of the Company's KMP at the date of the Annual General Meeting (**AGM**) or a closely related party of such a member; or
- d. an Associate of those persons.

However, the Company will not disregard a vote cast by any of the foregoing persons (the **voter**) if the vote is not cast by the voter on behalf of any of the foregoing persons and either:

- 1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- 2) the voter is the chair of the meeting (**Chair**) and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. 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 key management personnel of the Company.

Resolution 4

The Company will disregard any votes in any capacity cast in favour of the resolution by or on behalf of:

- a. an eligible employee of the Company holding a "managerial or executive office" (which includes members of the KMP) who may, as a retiree, or in connection with the transfer of the whole or any

part of the undertaking or property of the Company, receive a benefit approved under this resolution;
or

- b. an associate of those persons.

However, this restriction will not prevent such a person casting a vote in favour of the proposed resolution in Item 4, if the person does so as a proxy where the written appointment specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).

The Company is also required under the Corporations Act to disregard any votes cast in their capacity as a proxy on the proposed resolution in this resolution by a member of the KMP or a closely related party of that person, where the appointment as proxy does not specify the way the proxy is to vote on the proposed resolution.

However, these restrictions will not apply to the Chairman of the AGM where the appointment expressly authorises the Chairman to exercise the proxy on the proposed resolution in this resolution, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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:

How to Vote

You may vote by attending the meeting virtually. **Shareholders are encouraged to attend virtually to mitigate the risk of transmission of COVID-19.**

Virtual participation

In accordance with the Corporations Act (as modified by the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*), to facilitate Shareholder participation, the Board has determined that Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM online may do so:

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com/350180265>
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/350180265> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.
- If you choose to participate in the AGM online, you can log in to the meeting by entering the meeting ID for the online AGM, which is ID: 350180265
- your username is your Computershare internal security reference number, which is located on your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter their country of their registered holding address.

We recommend logging in to the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM.

If you choose to participate in the meeting this way, you will be able to view the AGM live, lodge an online proxy vote in real time and ask questions online.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes between the commencement of the AGM at 11 am (AEST) on Friday, 13 November 2020, and the closure of voting as announced by the Chairman during the AGM.

Shareholders who elect to participate at the AGM using the online platform will be entitled to the same as if they had attended the meeting, including:

- to be counted as being present at the meeting for any purpose, including for the purpose of determining whether there is a quorum;
- to ask questions or make comments; and
- to vote on resolutions they are entitled to vote on.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX. It will also be available from the Company's website.

Voting by corporate representative

Corporate shareholders who wish to appoint a representative to participate and vote at the AGM on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry. To be effective, evidence of the appointment must be returned in the same manner and by the same time as specified for proxy appointments (below).

Voting by proxy

If you are entitled to participate and vote at the online AGM, you can appoint a proxy to participate and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder.

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 11.00am (Sydney time) on Wednesday, 11 November 2020. 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

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 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 Wednesday, 11 November 2020 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 Friday, 13 November 2020 (**Notice of AGM**).

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 of the Company.

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

In addition to asking questions at the AGM, 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 to be considered at the AGM; or
- the conduct of the audit of the annual financial report to be considered at the AGM.

Note: Under section 250PA(1) of the 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 to the Company by 5.00pm on Friday, 6 November 2020. Please send any written questions for the attention of the company secretary at Level 9, 10 Bridge St, Sydney, New South Wales, 2000.

3. RESOLUTION 1 — ADOPTION OF REMUNERATION REPORT

There will be an opportunity for shareholders at the AGM to comment on and ask questions about the remuneration report, which appears on pages 12 to 20 of the Company's annual report for the year ended 30 June 2020.

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

The vote on the resolution to adopt 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) of the Corporations Act, makes no recommendation regarding this resolution.

4. RESOLUTION 2 — ELECTION OF ALEXANDER BEARD

The Board has the power to appoint a Director, either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this Rule may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting. On 1 January 2020, Mr Alexander (Sandy) Beard was appointed to the Board of the Company. Accordingly, Mr Beard will retire unless he is elected by members at the upcoming Annual General Meeting. The following paragraphs provide information concerning Mr Beard.

Mr Beard was appointed as an Independent Non-Executive Director, effective 1 January 2020.

Mr Beard has a long and distinguished career as a chief executive of ASX-listed CVC Limited and as a director of numerous public companies over the past 17 years.

Mr Beard is currently the Non-Executive Chairman of Probiotec Limited (ASX:PBP), Director of TasFoods Limited (ASX: TFL), Pure Foods Tasmania Limited (ASX:PFT).

Mr Beard is a professional investor, Fellow of Institute of Chartered Accountants and Member of the Institute of Company Directors. Mr Beard is a substantial shareholder of the Company. However the Board has considered the guidance provided by Box 2.3, of the Corporate Governance Principles and Recommendations (4th Edition), and has formed the view that Mr Beard's interest does not interfere in any way with his capacity to bring an independent judgment to bear on the issues before the Board and act in the best interests of the Company.

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

In accordance with the Company's Constitutional requirements, Mr Beard retires under rule 47 at this year's Annual General Meeting and, being eligible, stands for election.

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

5. RESOLUTION 3 — RE-ELECTION OF GEORG CHMIEL

Rule 58(a) of the Constitution states that at each AGM of the Company, directors (other than the managing director) must retire from office if they held office past the third annual general meeting or 3 years since the director's last election, or where there is no director to retire under rule 58(a)(i), the director (or directors) to retire is the director (or directors) who has been longest in office since last being elected rule 58(a)(ii). A retiring director is eligible for re-election.

In accordance with these requirements, Georg Chmiel retires under rule 58(a)(ii) at this year's AGM and, being eligible, stands for re-election.

Mr Chmiel brings over 25 years of experience in the financial services industry, online media and real estate industry.

Previously Mr Chmiel was Managing Director and CEO of iProperty Group, the owner of Asia's No. 1 network of property portal sites and related real estate services. He played a key role in finalising the sale of iProperty Group to REA Group, Southeast Asia's largest ever internet buyout. Prior to iProperty

Group, Mr Chmiel was Managing Director and CEO of LJ Hooker Group with 700 offices across nine countries providing residential and commercial real estate as well as financial services.

Mr Chmiel is currently an Executive Director and Chairman of iCar Asia Limited (ASX: ICQ) and Non-Executive Director of Real Estate Investar Group Limited (ASX: REV).

In addition to his role as a non-executive Director of the Company, Mr Chmiel is Chairperson of the Group Audit, Risk & Compliance Committee.

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

6. RESOLUTION 4 — APPROVAL OF POTENTIAL TERMINATION BENEFITS

Background

Under the terms of the Company's Long Term incentive Plan (**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**), an eligible participant may be entitled to have ordinary shares issued to him/her for no cash consideration earlier than would have been the case had the disposal not occurred. The Board also has discretion to allow performance rights to continue if the eligible participant retires from the Company.

Information relating to the general operation of the LTIP is outlined in the Company's Remuneration Report.

Why is shareholder approval needed?

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 of the giving of the benefit under section 200E of the Corporations Act 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 or a related body corporate 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 of the Corporations Act for the giving of the benefit.

What is the Company seeking approval for?

The purpose of this resolution is to obtain shareholder approval so that the above benefits may be given to an eligible participant who holds a "managerial or executive office" in the Company 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.

If approval is obtained, it will only apply in respect of:

- performance rights that are granted under the LTIP during the period commencing on the day of this AGM and ending at the close of business on the date of the 2023 AGM; and
- existing performance rights that have already been granted under the LTIP (details of which are set out in the Company's Remuneration Report).

If considered appropriate, the Board will seek a new approval from shareholders at or after the 2023 AGM.

The Board will remain accountable to shareholders for the exercise of its discretion because any termination benefits paid or benefits given in connection with a Business Disposal to executive Directors and other Key Management Personnel (KMP) will be disclosed in the Company's Remuneration Report.

Value of the benefits

In addition to setting out details of the benefit, section 200E of the Corporations Act 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 termination benefits that the Board may give under the LTIP cannot be determined in advance. This is because various matters will or are likely to affect that value. The value of the benefit, which may be given by the Board under the LTIP to an eligible participant, is comprised of:

- the value (at the time of issue) of any shares issued to the eligible participant; and
- the value presently attributable to the performance rights.

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 the participant.

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

The directors recommend that the approval of potential termination benefits as set out above, is appropriate and in the interests of shareholders and, accordingly, recommends that shareholders vote in favour of resolution 4.

GLOSSARY

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

“**AGM**” means Annual General Meeting.

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

“**ASX**” means ASX Limited or the stock exchange operated by it (as the context requires).

“**Board**” means the board of directors of the Company 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.

“**LTIP**” means the Company’s Long Term Incentive Plan.

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

Need assistance?



Phone:
1300 763 925 (within Australia)
+61 3 9415 4870 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Wednesday, 11 November 2020**.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184343

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **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 Centrepont 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 Centrepont Alliance Limited to be held via Digital videoconference (Online) at <https://web.lumiagm.com> on Friday, 13 November 2020 at 11:00am (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 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 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 by marking the appropriate box in step 2.

Step 2 Item 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
1 Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Alexander Beard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Potential Termination Benefits	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CAF

268021 A



Computershare



Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

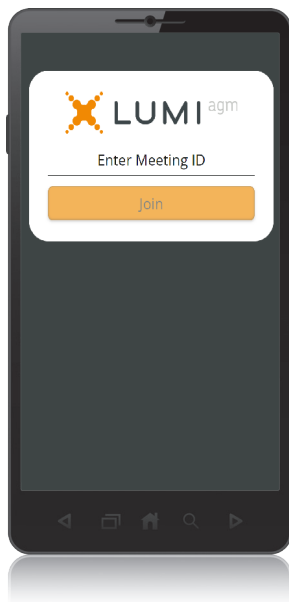
A full list of country codes is provided at the end of this guide.

Appointed Proxies

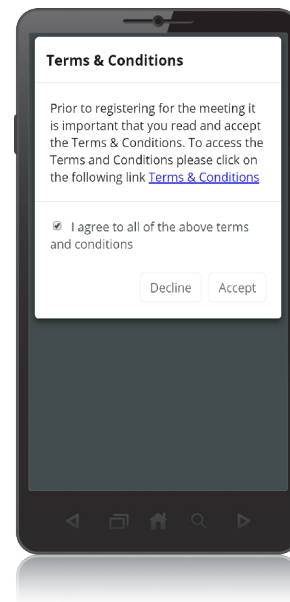
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



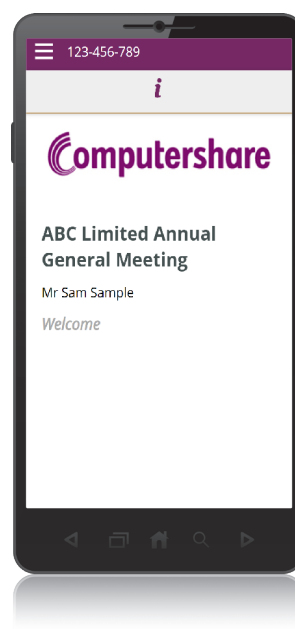
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

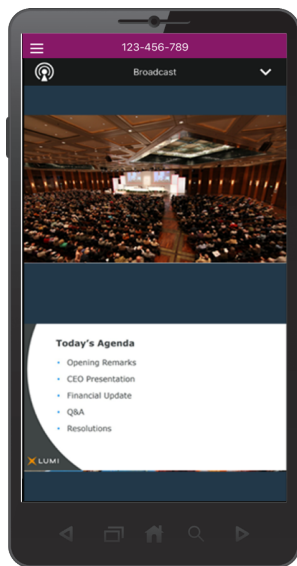



Questions icon, used to ask questions.

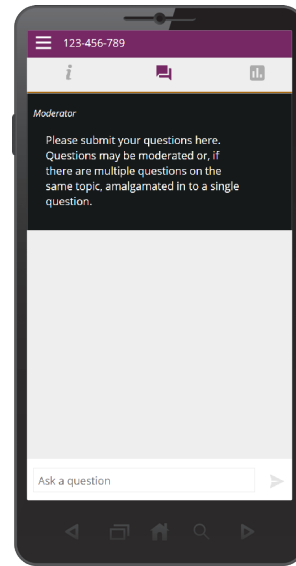



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

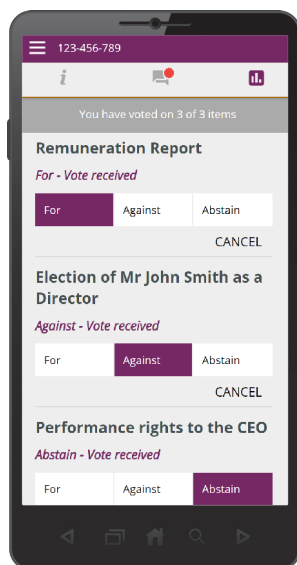


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTU LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSEERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCD CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	