

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Centuria Capital Group (**CNI**), consisting of Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity of the Centuria Capital Fund ARSN 613 856 358

ACN/ARSN See above

1. Details of substantial holder (1)

Name HWM (NZ) Holdings Limited (**HWM (NZ)**) for itself and on behalf of its controlling entities.

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 18/05/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary stapled securities	36,768,780	36,768,780	6.13%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
HWM (NZ)	HWM (NZ) is the registered holder of the relevant CNI securities and has a relevant interest in those securities under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act).	36,768,780 ordinary stapled securities
Huljich (New Zealand) Limited (Huljich (New Zealand))	Huljich (New Zealand) has the same relevant interest held by HWM (NZ) in CNI securities under section 608(3)(b) of the <i>Corporations Act</i> by virtue of HWM (NZ) being controlled by Huljich (New Zealand).	36,768,780 ordinary stapled securities
Huljich Limited	Huljich Limited has the same relevant interest held by Huljich (New Zealand) in CNI securities under section 608(3)(b) of the <i>Corporations Act</i> by virtue of Huljich (New Zealand) being controlled by Huljich Limited.	36,768,780 ordinary stapled securities
Huljich Family Trust Nominees Limited (HFT Nominees)	HFT Nominees has the same relevant interest held by Huljich Limited in CNI securities under section 608(3)(b) of the <i>Corporations Act</i> by virtue of Huljich Limited being controlled by HFT Nominees.	36,768,780 ordinary stapled securities
Christopher Peter Huljich (Christopher Huljich)	As Christopher Huljich has voting power of more than 20% in HFT Nominees, Christopher Huljich also has the same relevant interest held by HFT Nominees in CNI securities under section 608(3)(a) of the <i>Corporations Act</i> .	36,768,780 ordinary stapled securities
Constance Maria Francis Huljich (Constance Huljich)	As Constance Huljich has voting power of more than 20% in HFT Nominees, Constance Huljich also has the same relevant interest held by HFT Nominees in CNI securities under section 603(a) of the <i>Corporations Act</i> .	36,768,780 ordinary stapled securities

Peter Karl Christopher Huljich (Peter Huljich)	As Peter Huljich has voting power of more than 20% in HFT Nominees, Peter Huljich also has the same relevant interest held by HFT Nominees in CNI securities under section 603(a) of the Corporations Act.	36,768,780 ordinary stapled securities
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
HWM (NZ)	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
Huljich (New Zealand)	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
Huljich Limited	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
HFT Nominees	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
Christopher Huljich	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
Constance Huljich	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities
Peter Huljich	HWM (NZ)	HWM (NZ)	36,768,780 ordinary stapled securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
HWM (NZ)	05/02/21 – 17/05/21	Average price of \$2.56 per security		16,416,575 ordinary stapled securities
HWM (NZ)	18/05/2021	\$2.60		7,675,000 ordinary stapled securities
HWM (NZ)	18/05/2021	\$2.58		510,538 ordinary stapled securities

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Huljich (New Zealand)	Huljich (New Zealand) controls 100% of HWM (NZ) and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act. See section 3 above.
Huljich Limited	Huljich Limited controls 100% of Huljich (New Zealand) and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act. See section 3 above.
HFT Nominees	HFT Nominees controls 100% of Huljich Limited and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act. See section 3 above.
Christopher & Banks I Limited	Christopher & Banks I Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks II Limited	Christopher & Banks II Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks III Limited	Christopher & Banks III Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks IV Limited	Christopher & Banks IV Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.

Christopher & Banks V Limited	Christopher & Banks V Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks VI Limited	Christopher & Banks VI Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks VII Limited	Christopher & Banks VII Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks VIII Limited	Christopher & Banks VIII Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks IX Limited	Christopher & Banks IX Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks Limited	Christopher & Banks Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks M Limited	Christopher & Banks M Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks (Valocity) CIP Limited	Christopher & Banks (Valocity) CIP Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.
Christopher & Banks GP Limited	Christopher & Banks GP Limited is controlled by HFT Nominees and is therefore associated with HWM (NZ) under section 12(2)(a) of the Corporations Act.

7. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
HWM (NZ)	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Huljich (New Zealand)	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Huljich Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
HFT Nominees	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher Huljich	8 Karori Crescent, Orakei, Auckland, 1071, New Zealand
Constance Huljich	8 Karori Crescent, Orakei, Auckland, 1071, New Zealand
Peter Huljich	7a Palmer Crescent, Mission Bay, Auckland, 1071, New Zealand
Christopher & Banks I Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks II Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks III Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks IV Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks V Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks VI Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks VII Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks VIII Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks IX Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks Limited	Level 4, 3 Ferncroft Street, Grafton, Auckland 1010 New Zealand
Christopher & Banks M Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks (Valocity) CIP Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand
Christopher & Banks GP Limited	Floor 4, 3 Ferncroft Street, Grafton, Auckland, 1010, New Zealand

Signature

print name Peter Huljich

capacity Director

sign here

Peter Huljich

date 20/05/2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of the relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.