

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 as a virtual meeting via Digital videoconference (Online) <https://meetnow.global/MWYDJCA> at 11:00am (AEDT time) on Friday, 10 November 2023.

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 2023.

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 2023 be adopted."

Note: The Company's remuneration report for the year ended 30 June 2023 is set out in the Company's annual report for the year ended 30 June 2023. The vote on this resolution is advisory only and does not bind the Company or its directors.

Resolution 2 — Re-election of Martin Pretty

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

"That Martin Pretty who retires by rotation in accordance with rule 19.3 of the Company's Constitution and, being eligible, be re-elected as a director of the Company."

Resolution 3 — 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
 - c) the benefit is paid or provided on the terms set out in the Explanatory Statement."

By order of the Board

K. Clark

Kim Clark
Company Secretary
06 October 2023

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:

- a. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- b. the voter is the chair of the meeting (**Chair**) 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 key management personnel of the Company.

Resolution 3

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, 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:

Direct voting using the AGM Online Platform

The Meeting will be held by way of a virtual meeting using online meeting technology.

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the online meeting technology. The online meeting technology will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, ask questions (in writing and orally) and to cast their votes during the Meeting through the online platform at:

<https://meetnow.global/MWYDJCA>

To participate in the meeting and vote online, Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of their holding statement or Proxy Form), and their postcode (or country if shareholding held outside Australia). Attorneys and corporate representatives can log in to the online platform using the SRN/HIN of the relevant Shareholder.

Proxyholders are to contact Computershare Investor Services on +61 3 9415 4024 to request their unique email invitation link prior to the meeting.

Further information regarding participating in the meeting online, including browser requirements, is detailed in the Virtual Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

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 (AEDT) on Friday, 10 November 2023, 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.

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 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 (AEDT) on Wednesday, 8 November 2023. Any proxy form received after that time will not be valid for the scheduled meeting.

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 (AEDT) on Wednesday, 8 November 2023 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 AGM of members of Centrepont Alliance Limited (**Company**) to be held on Friday, 10 November 2023.

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.

The Directors recommend Shareholders read the accompanying Notice and this Explanatory Statement in full before making any decision in relation to the Resolutions.

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, 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 (AEDT) on Friday, 3 November 2023. Please send any written questions for the attention of the company secretary at Level 3, 309-315 George St, Sydney, 2000 or by email to kim.clark@boardroomlimited.com.au.

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 is contained within the Company's annual report for the year ended 30 June 2023.

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.

Directors' Recommendation

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 — RE-ELECTION OF MARTIN PRETTY

Rule 19.3 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 19.3, the Director (or Directors) to retire is the Director (or Directors) who has been longest in office since last being elected under rule 19.3. A retiring Director is eligible for re-election.

In accordance with these requirements, Martin Pretty retires under rule 19.3 at this year's AGM and, being eligible, stands for re-election.

Martin brings to the Board over 17 years' experience in the finance sector. The majority of this experiences was gained within ASX-listed financial services business, including Hub24, Bell Financial Group and IWL Limited. Martin has also previously worked as a finance journalist with the Australian Financial Review.

Martin holds a Bachelor of Arts (Honours) from the University of Melbourne and a Graduate Diploma of Applied Finance from Finsia. Martin is a CFA charter holder and a Graduate of the Australian Institute of Company Directors.

Martin was appointed as a Non-Executive Director of the Company on 27 June 2014. He is currently also Chair of the Nomination Remuneration and Governance Committee. Martin is currently a Non-Executive Director and Chair of the Audit and Risk Committee of Spacetalk Ltd (ASX:SPA) and Non-Executive Director and Chair of Scout Security Limited (ASX:SCT).

Directors' Recommendation

The Directors (other than Mr. Pretty) recommend that Shareholders vote in favour of resolution 2.

5. RESOLUTION 3 – 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 2026 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 2026 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 3.

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.

“**Associates**” has the meaning given to that term in the Corporations Act.

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

“**Awards**” means securities or rights granted to a participant in the LTIP.

“**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). “**Directors**” means the directors of the Company.

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

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

“**Notice**”, “**Notice of Meeting**” or “**Notice of AGM**” means the notice of Annual General Meeting which accompanies this Explanatory Statement.

“**Relevant Executive**” has the meaning given in section 10(c) of the Explanatory Statement. “**Shares**” means fully paid ordinary shares in the Company.

“**Shareholders**” means the holders of Shares.

“**Voting Power**” has the meaning given to that term in section 610 of the Corporations Act.

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 (AEDT) on Wednesday, 8 November 2023.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

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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: 183003

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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.

I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 as a virtual meeting on Friday, 10 November 2023 at 11:00am (AEDT) 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 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 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 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Martin Pretty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	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

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Computershare

