



16 January 2017

Ms Stephanie Yong
Principal Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

Dear Stephanie

Appendix 3Y disclosure

We refer to your letter dated 16 January 2017 regarding the late lodgement of Appendix 3Y's and respond as follows:

1. We had understood that the obligation to provide Appendix 3Y disclosure in respect of the performance rights granted to the executive directors of Centuria Capital Limited (Centuria) crystallised upon the vesting of those rights, as not being options they were not securities. We now understand that the ASX regards performance rights as being securities and subject to Appendix 3Y disclosure on their grant rather than on their vesting.
2. Centuria enters into separate agreements with new directors to provide for the directors to notify Centuria of changes to the notifiable interests of directors. The Directors are aware of their obligations under ASX Listing Rule 3.19A.
3. The Company believes that the current arrangements are adequate to ensure compliance with ASX Listing Rule 3.19B.

Yours sincerely

A handwritten signature in dark ink, appearing to read "James Lonie", is written over a faint, rectangular background.

James Lonie
Centuria Capital Group
Company Secretary
9334 8762



16 January 2017

James Lonie
Partner
HWL Ebsworth Lawyers
Level 14, Australia Square
264-278 George Street
Sydney NSW 2000

By email

Dear James

**Centuria Capital Group (the “Group”)
Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following:

1. The Appendices 3Y for Nicholas Collishaw, John McBain and Jason Huljich (the “Directors”) lodged by the Group with ASX Limited (“ASX”) on 7 September 2016, 8 September 2016 and 13 January 2017 (the “Appendices 3Y”).
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*
3. Listing rule 3.19B which states as follows:



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendices 3Y lodged on 7 September 2016 indicate that changes in the Directors' notifiable interests occurred on 1 February 2016. It appears that the Appendices 3Y should have been lodged with ASX by 8 February 2016.

The Appendices 3Y lodged on 8 September 2016 indicate that changes in the Directors' notifiable interests occurred on 17 August 2016. It appears that the Appendices 3Y should have been lodged with ASX by 24 August 2016.

The Appendices 3Y lodged on 13 January 2017 indicate that changes in the Directors' notifiable interests occurred on 29 November 2016. It appears that the Appendices 3Y should have been lodged with ASX by 6 December 2016.

Consequently, the Group may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Group of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Group make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendices 3Y were lodged late.
2. What arrangements does the Group have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Group intend to take to ensure compliance with listing rule 3.19B?



Your response should be sent to me by a return e-mail or by facsimile on facsimile number **(02) 9241 7620**. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, **no later than close of business (Sydney time) on Monday, 16 January 2017**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

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Yours sincerely

[Sent electronically without signature]

Stephanie Yong
Senior Adviser, Listings Compliance (Sydney)