

24 October 2014

The Manager, Listings
Australian Securities Exchange
ASX Market Announcements
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir

2014 Annual General Meeting

Please find attached the following for the Company's Annual General Meeting to be held on 27 November 2014:

1. Notice of Meeting including Nomination of Auditor; and
2. Proxy Form.

The Notice of Meeting including Nomination of Auditor and Proxy Form are being sent to shareholders.

The Company's 2014 Annual Report, Notice of Meeting and Proxy Form are also available on the Company's website www.centrepointalliance.com.au.

Yours faithfully



Debra Anderson
Company Secretary

**Centrepont 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 10:30am (Sydney time) on Thursday, 27 November 2014 at the Company's offices at Level 6, 2 Elizabeth Plaza, North Sydney, New South Wales 2060.

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 2014.

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) Corporations Act 2001:

"That the remuneration report for the year ended 30 June 2014 be adopted."

Note: The remuneration report is set out on pages 14 to 22 of the Company's 2014 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 — re-election of Stephen Maitland

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

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

Resolution 3 — re-election of Noel Griffin

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

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

Resolution 4 — election of Martin Pretty

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

“That Martin Pretty, who was appointed in accordance with rule 47 of the Company’s constitution and, being eligible, be elected as a director of the Company.”

Resolution 5 — ratification and approval of previous issue of shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous issue of 8,000,000 shares, as detailed in the explanatory statement.”

Resolution 6 — approval of employee incentive scheme

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

“That the Company’s long-term incentive plan (**LTIP**) be approved for the purposes of ASX Listing Rule 7.2, exception 9.”

Resolution 7 — issue of shares to Managing Director: John de Zwart

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

“That, pursuant to section 208(1)(a) of the Corporations Act 2001 and ASX Listing Rule 10.14, the members of the Company approve the issue of 2,800,000 shares under the LTIP to the Company’s Managing Director, John de Zwart, in the manner outlined in the explanatory statement.”

Note: If approval is obtained under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 or ASX Listing Rule 10.11, as set out in the explanatory statement.

Resolution 8 — additional capacity to issue ordinary shares

To consider and if thought fit pass the following resolution as a **special resolution**:

“That the additional capacity to issue ordinary shares in the Company under rule 7.1A of the ASX Listing Rules for cash or non-cash consideration at any time during the next 12 months (or until a transaction under rule 11.1.2 or 11.2 is approved by the shareholders of the Company), be approved for the purposes of rule 7.1A and for all other purposes.”

Resolution 9 — appointment of new auditor

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

“That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, Deloitte having been duly nominated under section 328B(1) Corporations Act 2001, be appointed as auditor of the Company.”

Note: A summary of the background to this change appears in the explanatory statement. Also, under section 328B(3) Corporations Act 2001, a copy of the nomination of the auditor accompanies this notice.

Resolution 10 — renewal of proportional takeover provisions

To consider and if thought fit pass the following resolution as a **special resolution**:

“That the proportional takeover approval provisions contained in rule 86 of the Company’s constitution be granted effect for a further three years, effective on and from the day on which this resolution is passed.”

By order of the board

Debra Anderson
Company Secretary

Notes:**1. HOW TO VOTE****Voting in person**

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate “Appointment of Corporate Representative” form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company’s share registry.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act 2001. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

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 2001 took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act 2001, as they will apply to this meeting. Broadly, the changes mean 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 10.30am (Sydney Time) on 25 November 2014. 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 6, 2 Elizabeth Plaza, North Sydney, New South Wales, 2060; or
- (2) facsimile to 07 5574 0190; 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)
+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 of directors of the company 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 Tuesday 25 November 2014 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.

Voting exclusion statement:

Corporations Act

Resolution 1 – The Company will disregard votes cast by a member of the key management personnel details of whose remuneration are included in the remuneration report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act 2001. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 6 and 7 – The Company will disregard votes cast as proxy by key management personnel or their closely related parties in contravention of section 250BD Corporations Act 2001.

Resolution 7 – The Company will also disregard votes cast by a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act 2001.

ASX Listing Rules

Resolution 5 – Any person who participated in the issue of securities described in the explanatory statement or any of their associates.

Resolution 6 and 7 – Each director and each of their associates (except one who is ineligible to participate in the LTIP).

Resolution 8 – A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person. NB. In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, the Company need not disregard a vote in relation to any of resolutions if it is cast by:

1. a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
2. the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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.

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 Thursday, 27 November 2014.

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 2001 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 2001 nor the Company's constitution requires a vote of shareholders at the AGM on the financial statements and reports.

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

In addition to asking questions at the meeting, 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, Ernst & Young, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act 2001, 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 by 5.00pm on Thursday, 20 November 2014. Please send any written questions for the attention of the company secretary at Level 6, 2 Elizabeth Plaza, North Sydney, New South Wales, 2060 or by facsimile to 07 5574 0190.

3. Resolution 1 — adoption of remuneration report

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 14 to 22 of the Company's 2014 annual report.

The Corporations Act 2001 requires that the remuneration report be put to a vote of shareholders.

The vote on the proposed resolution adopting 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) Corporations Act 2001, makes no recommendation regarding this resolution.

4. Resolution 2 — re-election of Stephen Maitland

Rule 58(a) of the Company's constitution states that at each AGM of the Company, one third of the directors (other than the managing director) must retire from office (or, if their number is not 3 or a multiple of 3, then the number nearest one third). The director (or directors) to retire is the director (or directors) who has been longest in office since last being elected. A retiring director is eligible for re-election.

In accordance with these requirements, Stephen Maitland retires by rotation at this year's AGM and, being eligible, stands for re-election.

Mr Maitland was appointed as a director of the Company in December 2011. He has over 30 years in the banking and finance industry, with a wide-ranging knowledge in areas such as strategic planning, businesses in transition, risk management and corporate governance. He is also a non-executive director of Australian Unity, RACQ Ltd and other private companies. Stephen is also Vice-President of CPA's Queensland Divisional Council.

Mr Maitland's previous roles included CEO of the Queensland Office of Financial Supervision, a Statutory Authority that supervised Queensland's non-bank financial institutions.

In addition to his role as non-executive director on the Centrepont board, Mr Maitland chairs the Group Audit, Risk and Compliance Committee.

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

5. Resolution 3 — re-election of Noel Griffin

Rule 58(a) of the Company's constitution states that at each AGM of the Company, one third of the directors (other than the managing director) must retire from office (or, if their number is not 3 or a multiple of 3, then the number nearest one third). The director (or directors) to retire is the director (or directors) who has been longest in office since last being elected. A retiring director is eligible for re-election.

In accordance with these requirements, Noel Griffin retires by rotation at this year's AGM and, being eligible, stands for re-election.

Mr Griffin was appointed as a director of the Company in September 2005. He has been involved in the refrigerated transport industry since 1966. He has had extensive experience in management, operation and ownership of transport and agri businesses. From 1982 to 1995, Mr Griffin was Managing Director of Refrigerated Roadways Pty Ltd which at one stage claimed status as the largest refrigerated carrier in Australia with assets of \$74 million, annual revenue of \$131 million, and 900 personnel. TNT acquired the company in 1995 and he served for two years on the executive council of TNT.

In addition to his interests in the transport industry, Mr Griffin was Managing Director and a shareholder of Table Grape Growers Pty Ltd from 1997 to 2001.

Mr Griffin is also currently Managing Director of Prime Queensland Pty Ltd, a member of the Paccar Advisory Council and a life member of the World Presidents' Organisation.

In addition to his role as a non-executive member of the Centrepont board, Mr Griffin chairs the Board Nomination, Remuneration and Governance Committee.

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

6. Resolution 4 — election of Martin Pretty

Rule 47 of the Company's constitution states that the board of directors of the Company has the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the board, but such a director may only hold office only until the next AGM of the Company (but is eligible for election at that AGM).

In accordance with these requirements, Martin Pretty ceases to hold office as a director at this year's AGM and, being eligible, stands for election.

Mr Pretty was appointed as a director of the Company in June 2014. Mr Pretty has over 14 years experience in the financial services industry and investment markets, predominantly within ASX-listed businesses.

He is currently an Investment Manager with Thorney Investment Group of Companies and previous to this role has worked with Hub24, Bell Financial Group and IWL Limited.

Mr Pretty is a CFA charterholder and has a graduate diploma of applied finance. He is also a former finance reporter with The Australian Financial Review and has over the past six years been a regular business contributor to major publications such as Sydney Morning Herald, The Age, The Weekend Australian and afr.com.

In addition to his role as a non-executive member of the Centrepont board, Mr Pretty is a member of the Group Audit, Risk and Compliance Committee.

The directors (other than Mr Pretty) recommend that shareholders vote in favour of resolution 4.

7. Resolution 5 — ratification and approval of previous issue of shares

The purpose of resolution 5 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed below did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 5 relates to the issue of shares to participants in a placement conducted by the Company in April 2014.

Resolution 5 proposes the ratification and approval of the issue of the shares detailed below for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

Issue date	10 April 2014
Number of securities	8,000,000
Issue price	\$0.32 per share
Terms of issue	The shares ranked equally with the existing ordinary share capital of the Company
Allottees	Institutional and sophisticated investors (including persons introduced by Wilson HTM Corporate Finance Ltd)
Use of funds	The funds were raised to support continued growth of the Company's premium funding and wealth management businesses, to provide additional capital for expanded AFSL requirements, to strengthen the Company's balance sheet and for payment of capital raising costs

The directors recommend that shareholders vote in favour of resolution 5.

8. Resolution 6 — approval of employee incentive scheme

ASX Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12 month period.

ASX Listing Rule 7.2, exception 9 provides that ASX Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within three years from the date of issue of the relevant securities.

The Company is seeking approval from shareholders that the issue of shares under the Company's long-term incentive plan (**LTIP**) be exempt from its 15% capacity under ASX Listing Rule 7.1, in accordance with ASX Listing Rule 7.2 exception 9.

A summary of the key terms of the LTIP is provided below.

Summary	The LTIP is a loan backed share plan. The Company makes interest free, limited recourse loans to enable participants to acquire shares in the Company at market value. Recourse for repayment of any loan is limited to the shares acquired by participants under the LTIP.
Eligibility criteria	Employees (whether full-time or part-time) and salaried directors of any member of the Centrepont Group are entitled to participate in the LTIP.
Purpose	<p>The purpose of the LTIP is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of eligible employees; (b) link the reward of eligible employees to shareholder value creation; and (c) align the interests of eligible employees with shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company in the form of shares.
Loan terms	<p>Loans are governed by the loan scheme rules.</p> <p>Loans are proposed to be interest free for up to 7 years but become immediately due if a participant ceases to be an employee or a "Terminating Event" occurs (see further below). Although the vesting period for shares is proposed as 3 years, an extended loan assists participants to retain shares after vesting and allows time for share price recovery from any short term impact on the share price that may occur around the time of vesting.</p> <p>Interest is payable on overdue loans, however as the trustee is required to sell related shares as soon as possible after a participant ceases to be an employee or a Terminating Event occurs, and use the proceeds to repay the applicable loan, this is unlikely to be significant.</p> <p>Scheme shares are held as security for loans by the trustee to prevent participants dealing with shares prior to the loan being repaid.</p>
Shares	<p>The issue of shares under the scheme and the operation of the trustee are governed by the share scheme rules.</p> <p>Shares are acquired using loan proceeds, either by subscription for new shares or on-market purchases.</p> <p>Shares are held in the legal name of the trustee with participants having beneficial interests, subject to the share scheme rules. The Company has security interests in shares as collateral for any outstanding related loan.</p> <p>The board is able to specify vesting conditions in relation to shares and until those conditions are met shares are unvested. Participants are unable to deal with unvested shares (although they can exercise rights such as voting and participation in rights issues). Participants can deal with vested shares provided that the related loan is repaid prior to or at the same time as any</p>

	<p>dealing.</p> <p>If a “Terminating Event” occurs the trustee is required to sell the relevant shares and use the proceeds to repay the related loan. Terminating events in relation to a participant are:</p> <ul style="list-style-type: none"> (a) a participant requesting that their participation in the scheme be terminated; (b) a participant requesting to deal in vested shares; (c) the expiry of the applicable loan term; (d) the repayment of the related loan; (e) the insolvency of the Company; (f) a participant becoming an insolvent under administration; and (g) such other circumstances as may be nominated by the board to be a Terminating Event for the purposes of the LTIP.
Rights of participants	Shares will rank equally with other ordinary shares. The Shares will rank for dividends declared on or after the date of issue but any after tax dividend amount will be used to pay down a participant's loan.
Quotation	The Company must apply for official quotation of any shares issued under the LTIP.
Vesting	Vesting of shares is subject to any vesting conditions and/or performance hurdles and/or any other conditions determined by the board from time to time. For example, the performance conditions that apply to the Managing Director's shares are set out in further detail in the explanatory notes to resolution 7.
Trust arrangements	The board may use an employee share trust or other mechanism for the purpose of holding shares under the LTIP on such terms and conditions as determined by the board. The Company has implemented a trust to hold the shares on behalf of participants until the vesting conditions are met and any associated loan is repaid.
Disposal	Shares may be subject to conditions specified by the board or contained in the LTIP rules, including a restriction on disposal of shares issued under the LTIP.
Adjustments	Subject to the ASX Listing Rules and applicable law, if the Company makes any new issue of securities or alterations to its capital by way of a rights issue, bonus issue or other distribution of capital, reduction of capital or reconstruction of capital, the board may in its discretion make adjustments to a participant's shares on any basis it sees fit to minimise any advantage or disadvantage accruing to the participant as a result of such corporate actions or alterations to capital.
LTIP limit	<p>The board must not issue shares if the number of shares to be issued, when aggregated with the number of shares in the same class:</p> <ul style="list-style-type: none"> (a) which would be issued, if each outstanding offer were to be accepted, being offers made under an employee share or option plan only for employees or directors of the Company and its related bodies corporate; and (b) issued during the previous five years under any employee share or option plan only for employees or directors of the Company and its related bodies corporate,

	<p>but disregarding any offer made or share issued or transferred by way of or as a result of:</p> <ul style="list-style-type: none"> (a) an offer to a person situated at the time of receipt of the offer outside of Australia; (b) a disclosure document or product disclosure statement; or (c) an offer that did not need disclosure because of section 708 Corporations Act 2001, <p>would exceed 5% of the total number of issued shares in that class of shares as at the time the offer was made.</p>
Administration	<p>The LTIP will be administered by the board. Any powers or discretions conferred on the board by the LTIP rules may be exercised by the board in its absolute discretion. The board may delegate its powers or discretions to other persons on such terms as the board sees fit.</p>
Amendments to LTIP	<p>Subject to the ASX Listing Rules, the board may at any time amend the LTIP and determine that any such amendments be given retrospective effect. However, no such amendment may be made if the amendment materially reduces the rights of any holder of shares under the LTIP issued to them prior to the date of the amendment, other than an amendment that is introduced primarily:</p> <ul style="list-style-type: none"> (a) for the purpose of complying with or conforming to present or future legislation governing or regulating the LTIP or like plans; (b) to correct any manifest error or mistake; (c) for the purpose of complying with applicable laws; and/or (d) to take into consideration possible adverse taxation implications in respect of the LTIP including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation, <p>unless otherwise agreed to in writing by 75% of the participants in the LTIP.</p>

The directors abstain, in the interests of corporate governance, from making a recommendation in relation to resolution 6.

9. Resolution 7 — issue of shares to Managing Director: John de Zwart

Background and reasons for the proposal

Excluding the value of the LTIP (see further below), the Managing Director's remuneration package for the 2014/2015 financial year is as follows:

- \$400,917 fixed base salary (including superannuation); and
- a short term incentive of \$125,000 – following the achievement of key performance targets that measured underlying profit, improvement in customer retention and engagement, strengthening the organisational capability and business sustainability through talent acquisition, retention and development, improvement in compliance levels and risk management.

The LTI is provided to the Managing Director through the issue of shares issued under the LTIP. The LTIP is a loan backed share plan. The Company issues or a trustee transfers shares to the executive at market value. The purchase price is funded by a loan from the Company. If the resolution is passed, the Company will issue new shares to the Managing Director (to be held by the trustee), so the loan will not represent cash paid by the Company to acquire the shares.

The indicative fair value of the LTI is as follows:

Number of Shares to be issued under the LTIP	*Indicative Fair Value of the LTI
2,800,000	\$700,000

*The indicative fair value of A\$0.25 per Share was calculated using a Black Scholes methodology and was based on a number of assumptions including: a share price of \$0.513, volatility of 50%, a risk free rate of 3.65% and a strike price of \$0.472.

Changes from the issue made under the LTIP to the Managing Director in 2013

No previous shares have been issued to Mr de Zwart under the LTIP. In 2013, the Company approved the issue of 1,500,000 performance rights to Mr de Zwart as a separate incentive arrangement. Following further review of the Company's long-term incentive arrangements it has been determined that the LTI for this year is more appropriately dealt with under the LTIP, rather than by the issue of further performance rights.

Shareholder approval and the proposal

Approval is sought under ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act 2001 for the issue to Mr John de Zwart, the Managing Director, of 2,800,000 ordinary fully paid shares (**Shares**) and the advance of a loan in the amount equal to the market price of the Shares (**Loan**) on the terms and conditions detailed in this explanatory statement.

Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The market price of each Share will be the volume weighted average price of the Company's shares in the five trading day period ending on the date immediately prior to the date of the AGM.

A summary of the principal terms of issue of the Shares and the advance of the Loan is as follows:

- Subject to the performance conditions, 1,400,000 shares will vest on 31 August 2017 and the remaining 1,400,000 will vest on 31 August 2018. The measure of performance is a combination of:

- Continued employment at the applicable vesting date.
- Satisfactory personal performance as evidenced by annual performance appraisals and ongoing satisfactory conduct.
- Underlying Earnings per Share (**EPS**), adjusted for any dilutionary impact of a dividend reinvestment plan, in accordance with the following matrix:

For 1,400,000 Shares to vest in 2017, the cumulative fully diluted EPS (in respect of the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017) divided by 3 being:

EPS ranking	Percentage of Shares that vest
Less than 133%	Nil
Between 133% and 145%	Shares will vest on a pro rata basis
145% and above	100%

For 1,400,000 Shares to vest in 2018, the cumulative fully diluted EPS (in respect of the financial years ended 30 June 2015, 30 June 2016, 30 June 2017 and 30 June 2018) divided by 4 being:

EPS ranking	Percentage of Shares that vest
Less than 143%	Nil
Between 143% and 160%	Shares will vest on a pro rata basis
160% and above	100%

- The Loan is advanced to Mr de Zwart. The Loan is equal to the market price of each Share (as calculated above) multiplied by the number of Shares. The term of the Loan is up to seven years. The Loan is interest free. The Loan is limited recourse so in no circumstances will Mr de Zwart be liable for an amount in excess of the market value of vested Shares.
- If the resolution is passed, it is proposed that the Shares will be allotted and issued within 5 business days of the AGM and, in any event, no later than 12 months after the AGM. The Shares will be held in trust by the trustee of the LTIP until vesting and repayment of the Loan.
- Other terms and conditions of the LTIP are summarised in resolution 6.

Approval to give a financial benefit to a related party

Chapter 2E of the Corporations Act 2001 requires shareholder approval for a public company (such as the Company) to give a financial benefit to a related party in certain circumstances. Mr John de Zwart, being the Managing Director of the Company, is a related party of the Company. The issue of the Shares and the advance of the Loan under the LTIP on the terms and conditions detailed in this explanatory statement constitute the giving of a financial benefit to a related party.

Section 219 of the Corporations Act 2001 requires certain information to be given to shareholders about the proposed financial benefit when considering whether to approve it. The following sets out, or refers to, such information:

- The related party to whom approval is sought under resolution 7 to permit the financial benefit to be given – Mr John de Zwart, the Managing Director of the Company.

As at 26 September 2014, Mr de Zwart had an indirect interest in 1,980,452 ordinary shares held by Optimar Pty Ltd and Optiplus Super Pty Ltd of which Mr de Zwart is a beneficiary and 1,500,000 unvested performance rights.

- The nature of the financial benefit to be given to Mr de Zwart – the issue of the Shares and the advance of the Loan on the terms and conditions detailed in this explanatory statement.
- Recommendations of each Director of the Company – as set out below, each of the Directors (other than Mr de Zwart) recommends that shareholders vote in favour of this resolution 7. Mr de Zwart has not made a recommendation as he has an interest in the resolution 7.
- The reasons for making the recommendation – each of the Directors (other than Mr de Zwart) recommends that shareholders vote in favour of the resolution as it rewards the Managing Director in a manner which promotes both the long term performance and growth of the Company and the retention of the services of the Managing Director. The LTI offer to the Managing Director is consistent with the value of long-term incentives issued to chief executive officers of companies of a comparable size. The objective is to provide an incentive to the Managing Director which promotes both the long term performance and growth of the Company and retention.
- The interest of each Director of the Company in resolution 7 – Mr de Zwart has an interest in the resolution as he will receive the Shares and the Loan on the terms and conditions detailed in this explanatory statement if the resolution is approved. No other Director has an interest.
- Other information reasonably required by shareholders to assist them in deciding whether or not it is in the Company's interests to vote in favour of resolution 7 – further information on the terms of the LTIP is set out in resolution 6.

Effect of the proposal

On the basis of the total securities in the Company on issue as at 26 September 2014 and assuming all of the performance rights held by Mr de Zwart vested, Mr de Zwart would hold approximately 2.44% of the total issued ordinary shares in the Company on a fully diluted basis. If the Shares were issued and Mr de Zwart satisfied the performance conditions (assuming no other issues of securities), his holding would increase to 4.4%. Accordingly, the issue of the Shares could have a small dilutionary impact of approximately 2%

on other shareholders. This impact must be balanced against providing an appropriate LTI to the Managing Director.

Use of funds raised

Funds will only be raised from repayment of the Loan if the performance conditions are met and Shares vest. If the performance conditions are not met, then no Shares will vest and no funds will be received. If the performance conditions are met, the funds received will be used by the Company for working capital.

Issue of securities since the last approval

No shares have previously been issued to Mr de Zwart under the LTIP. Mr de Zwart received 1,500,000 performance rights following approval at the 2013 AGM. These are the only securities issued to a Director under an employee incentive scheme since that date. Non-executive Directors are not eligible to receive securities under the LTIP and Mr de Zwart is the only executive Director.

The directors abstain, in the interests of corporate governance, from making a recommendation in relation to resolution 7.

10. Resolution 8 — additional capacity to issue ordinary shares

Rule 7.1 of the ASX Listing Rules limits the number of equity securities that a company may issue without shareholder approval during any 12 month period to 15% of:

- (a) the total number of the company's fully paid ordinary shares on issue at the start of the 12 month period; plus
- (b) the number of fully paid ordinary shares issued during the period under an exception in rule 7.2; plus
- (c) the number of partly paid ordinary shares that become fully paid during the period; plus
- (d) the number of fully paid ordinary shares issued during the period with shareholder approval; less
- (e) the number of fully paid ordinary shares cancelled during the period.

The number of shares represented by (a) to (e) above is variable A in the formula in rule 7.1.

The number of equity securities that the company issues or agrees to issue without shareholder approval under rule 7.1 (or under an exception in rule 7.2) during the period uses up the 15% capacity for that period and is subtracted from the above calculation.

ASX Listing Rule 7.1A which allows an 'eligible entity' to issue an additional 10% of its share capital above the 15% limit allowed under rule 7.1, provided shareholders have approved in advance the additional capacity by special

resolution passed at an AGM. The Company has not previously sought shareholder approval under rule 7.1A to allow it such additional capacity to issue shares (as the only such resolution, proposed at last year's AGM, was withdrawn before it was voted upon).

An eligible entity includes a listed company which, as at the date of the special resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) no greater than the prescribed amount (currently \$300 million). At the date of this notice, the Company is an eligible entity and is expected to remain so by the time of the AGM. However, if it does not, resolution 8 will be withdrawn.

The approval under rule 7.1A lasts for 12 months from the date of the AGM at which it is obtained or until a transaction involving a significant change to the nature or scale of the company's activities is approved by ordinary shareholders under rule 11.1.2 or 11.2.

The additional limit is calculated under rule 7.1A.2 as 10% of variable A in the formula in rule 7.1.

If at the date of the new issue or agreement to issue, any equity securities have been issued or agreed to be issued under rule 7.1A.2 in the previous 12 months that are not issued with the approval of shareholders under rule 7.1 or 7.4, those equity securities are subtracted from the above calculation.

Under rule 7.1A.3, any equity securities issued under rule 7.1A.2 must be in an existing quoted class of equity securities and the issue price must not be less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before the date on which the price at which the securities are to be issued is agreed or, if the securities are not issued within 5 trading days of that agreement, the date of issue.

The only equity securities in the Company that are currently quoted on ASX are fully paid ordinary shares.

Accordingly, if resolution 8 is passed as a special resolution, in addition to issues up to the 15% limit under rule 7.1, the Company will be able to issue or agree to issue fully paid ordinary shares up to the additional 10% limit under rule 7.1A, without further shareholder approval, for up to 12 months after the date of this AGM (i.e. on or before 27 November 2015). A special resolution requires at least 75% of the votes cast by shareholders entitled to vote on the resolution to be in favour of it.

The additional capacity approval under resolution 8 will cease to be valid before the end of this 12 month period, and no shares will be able to be issued or agreed to be issued under it, in the event that a transaction involving a significant change to the nature or scale of the Company's activities is approved by ordinary shareholders under rule 11.1.2 or 11.2.

There is a risk of economic and voting dilution to the existing ordinary shareholders if the Company were to issue additional ordinary shares under rule 7.1A, including the risk that:

- (a) the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval under rule 7.1A; and
- (b) the ordinary shares may be issued at a price that is at a discount to the market price for those ordinary shares on the issue date.

Set out below is a table showing the potential dilution of existing ordinary shareholders if the Company issues fully paid ordinary shares up to the maximum additional capacity under rule 7.1A in the 12 months following the AGM:

Variable A		Issue price for each share		
		\$0.28 (50% decrease in current market price)	\$0.55 (current market price)	\$1.10 (100% increase in current market price)
138,689,724 shares (current)	Shares issued	13,868,972 shares	13,868,972 shares	13,868,972 shares
	Funds raised	\$3,883,312	\$7,627,935	\$15,255,870
208,034,586 shares (50% increase)	Shares issued	20,803,459 shares	20,803,459 shares	20,803,459 shares
	Funds raised	\$5,824,969	\$11,441,902	\$22,883,805
277,379,448 shares (100% increase)	Shares issued	27,737,945 shares	27,737,945 shares	27,737,945 shares
	Funds raised	\$7,766,625	\$15,255,870	\$30,511,740

Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case (subject to resolutions 5, 6 and 7 being passed), equates to the current issued share capital of the Company less 4,100,000 in respect of performance rights previously issued on 29 November 2013 and 18 December 2013.

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% ASX Listing Rule 7.1A approval;
- (b) no options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder by reason of a share issue under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the AGM;

- (e) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- (f) the issue of shares under ASX Listing Rule 7.1A consists only of shares; and
- (g) the issue price is \$0.55, being the closing price of the Shares on ASX on 26 September 2014.

The Company may issue ordinary shares under rule 7.1A for the following purposes:

- (a) To provide the Company with funds to assist it develop its business and/or meet its strategic goals.
- (b) To provide the Company with funds for general working capital purposes.
- (c) To raise funds for an acquisition or to assist the Company make an acquisition, or as consideration for an acquisition, or partly to raise funds and partly as consideration, for an acquisition.

In the circumstances, the shares may be issued for non-cash consideration e.g. in consideration for an acquisition of assets.

The Company's allocation policy for issues under the approval (if resolution 8 is passed) is as follows where the purpose of the issue is to raise funds:

- (a) Allocations will depend on the prevailing market conditions at the time of any proposed issue.
- (b) The identity of the persons to be offered shares will be determined on a case by case basis having regard to a number of factors including the methods of raising funds that are available to the Company at the time, the potential effect of the issue on the control of the Company, the financial position of the Company and advice from stockbrokers and other corporate or financial advisers. However, it is likely that the Company would only offer shares to sophisticated investors, experienced investors and/or professional investors for the purposes of sections 708(8) to 708(11) of the Corporations Act 2001.
- (c) Directors and other related parties of the Company will not be issued shares without shareholder approval unless an exception under rule 10.12 applies.

If the Company makes an acquisition in exchange for shares to be issued under the approval, it is likely that the persons to be issued the shares will be those who are interested in the acquisition e.g. sellers of assets, officers and employees of acquired businesses, and providers of resources.

As at the date of this notice, the Company does not have any specific intention to offer or issue any shares under the approval, nor has it any specific intention in relation to the parties that it may approach to participate in an offer of shares

under the approval. Further, the Company has not formed an intention to offer shares to any particular class or group of existing shareholders or to offer shares just to new investors who have not previously been shareholders of the Company.

The directors recommend that shareholders vote in favour of resolution 8.

11. Resolution 9 — appointment of new auditor

Ernst & Young have been engaged as the Company's auditor since November 2003. The directors believe this is an appropriate length of time to retain an auditor and therefore consider a change in auditor desirable.

With this in mind the Company conducted a selective tender process to select the auditor and following this the board have recommended that Deloitte be appointed as auditor.

As required by section 328B(3) Corporations Act 2001, a copy of the form for the nomination of Deloitte as the Company's auditors is attached to this notice of meeting.

Resolution 9 is necessary for the appointment of Deloitte as the Company's auditors effective at the AGM. Ernst & Young's resignation will be effective at the AGM and is subject to ASIC's consent.

The directors recommend that shareholders vote in favour of resolution 9.

12. Resolution 10 — renewal of proportional takeover provisions

Rule 86 of the Company's constitution includes proportional takeover approval provisions which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer. Under the Corporations Act 2001, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The provisions contained in the Company's constitution were adopted by shareholders on 23 November 2009 and therefore ceased to apply on and from 23 November 2012.

The Company is seeking shareholder approval to renew these provisions under the Corporations Act 2001. The proportional takeover bid provisions are identical to those adopted by shareholders on 23 November 2009. The Corporations Act 2001 requires the Company to provide shareholders with an explanation of the proportional takeover approval provisions as set out below.

What is a proportional takeover bid

A proportional takeover bid is a takeover offer sent to shareholders but only for a specified portion of each shareholder's securities. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

Effect of renewal

If renewed, under existing rule 86, and if a proportional takeover offer is made to shareholders, the board is required to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover.

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer are registered provided they otherwise comply with the Corporations Act 2001, the ASX Listing Rules, the ASIC Operating Rules and the Company's constitution. If the resolution is rejected then, under the Corporations Act 2001, the offer is deemed to be withdrawn.

Reasons for proposing the resolution

The directors consider that shareholders should have the opportunity to renew rule 86 in the Company's constitution. Without rule 86 a proportional takeover bid for the Company may enable effective control of the Company to be acquired without shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of control passing to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Without rule 86, if there was a proportional takeover bid and shareholders considered that control of the Company was likely to pass, shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 86 of the Company's constitution will make this situation less likely by permitting shareholders to decide whether a proportional takeover bid should be permitted to proceed.

No knowledge of present acquisition proposals

As at the date of this notice, no director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages

The renewal of rule 86 will enable the directors to formally ascertain the views of shareholders about a proportional takeover bid. Without these provisions, the directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the directors consider that renewal of rule 86 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The directors consider that renewing rule 86 benefits all shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of shareholders called specifically to vote on the proposal. Accordingly, shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass

under the proportional takeover bid. Furthermore, knowing the view of shareholders assists each individual shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

As to the possible disadvantages to shareholders of renewing rule 86, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Rule 86 may also be considered an additional restriction on the ability of individual shareholders to deal freely in their securities.

The directors consider that there are no other advantages and disadvantages for directors and shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.

On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of rule 86 is in the interest of shareholders.

The directors recommend that shareholders vote in favour of resolution 10.

The Directors
Centrepont Alliance Limited
Level 6, 2 Elizabeth Plaza
North Sydney, NSW 2060

13 October 2014

Dear Sirs

Nomination of auditor

Pursuant to section 328B(1) Corporations Act 2001 (Cth), Waylex Pty Ltd <Nelson Investment A/C>, being a shareholder of Centrepont Alliance Limited, provide notice of nomination of Deloitte for appointment as the company auditor of Centrepont Alliance Limited.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the annual general meeting that is to be held on 27 November 2014.

Yours sincerely



Richard Nelson
Director

Waylex Pty Ltd <Nelson Investment A/C>



Kaye Nelson
Director

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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— 000001 000 CAF
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 10:30am (Sydney time) Tuesday, 25 November 2014**

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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 9999999999

IND

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 at the Company's offices at Level 6, 2 Elizabeth Plaza, North Sydney, New South Wales 2060 on Thursday, 27 November 2014 at 10:30am (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, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6 and 7 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, 6 and 7 by marking the appropriate box in step 2 below.

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 Stephen Maitland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Noel Griffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Martin Pretty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and Approval of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Managing Director: John de Zwart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Additional Capacity to Issue Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of New Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Renewal of Proportional Takeover Provisions	<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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

CAF

190913A

Computershare +