

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 Friday, 27 November 2015 at the office of Deloitte Touche Tohmatsu at Grosvenor Place, Level 9, 225 George Street, Sydney NSW 2000.

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 2015.

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:

"That the remuneration report for the year ended 30 June 2015 be adopted."

Note: The remuneration report is set out on pages 12 to 22 of the Company's 2015 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 — re-election of Richard Nelson

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

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

Resolution 3 — election of John O'Shaughnessy

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

"That John O'Shaughnessy, who was appointed in accordance with rule 47 of the Constitution and, being eligible, be elected as a director of the Company."

Resolution 4 — change of Company name

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, subject to ASIC approval, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from "Centrepont Alliance Limited" to "Centrepont Financial Services Limited."

Resolution 5 — 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 1,500,000 shares under the long-term incentive plan (**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 6 – modification of Constitution

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

“That, pursuant to section 136(2) Corporations Act, the Constitution be modified to include new rules 58 and 60, and to record the change of name of the Company, on the terms set out in the explanatory statement.”

By order of the Board

A handwritten signature in black ink, appearing to read 'Debra Anderson', written in a cursive style.

Debra Anderson
Company Secretary

1 October 2015

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. 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. 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 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 10.30am (Sydney time) on 25 November 2015. 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 Limited

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 under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that those persons who are registered as the holders of shares in the company as at 7.00pm (Sydney time) on Wednesday, 25 November 2015 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. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 5 – The Company will disregard votes cast as proxy by key management personnel or their closely related parties in contravention of section 250BD Corporations Act. 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.

Listing Rules

Resolutions 5 and 6 – Each director and each of their associates (except one who is ineligible to participate in the LTIP).

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 Friday, 27 November 2015.

If you have any questions regarding the matters set out in this explanatory statement (or elsewhere in the notice of AGM), please contact the Company, or your stockbroker or other professional adviser.

2. Annual financial and other reports

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the AGM.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the financial statements and reports.

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, Deloitte Touche Tohmatsu, 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, 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 Friday, 20 November 2015. 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 12 to 22 of the Company's 2015 annual report.

The Corporations Act 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, makes no recommendation regarding this resolution.

4. Resolution 2 — re-election of Richard Nelson

Rule 58(a) of the 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 to but not less than 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, Richard Nelson retires by rotation at this year's AGM and, being eligible, stands for re-election.

Mr Nelson was appointed as a director of the Company in September 2005 and chairperson of the Company in June 2009. Over a 43 year career in banking and finance, Mr Nelson has been involved in areas of asset management, corporate development, bank and financing negotiations and sales team development. Mr Nelson began his career in 1972 at Australian Guarantee Corporation Ltd, followed by Demac group of companies as General Manager of Finance. In 1982, Mr Nelson founded the Centrepont Finance Group which began Insurance Premium Funding in 1984 and merged with listed entity Alliance Finance in 2005 where Mr Nelson assumed the role of Managing Director of the merged group. In 2007 Mr Nelson stepped down to take on the position of deputy chairperson and non-executive director and was later appointed chairperson of the Company in June 2009. Mr Nelson is also a director of a number of private companies and is an active supporter of children's charities.

In addition to his role as chairperson and non-executive director of the Company, Mr Nelson is a member of the Nomination, Remuneration and Governance Committee.

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

5. Resolution 3 — election of John O'Shaughnessy

Rule 47 of the Constitution states that the Board 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 until the next AGM of the Company (but is eligible for election at that AGM).

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

Mr O'Shaughnessy was appointed as a director of the Company in May 2015. Mr O'Shaughnessy has many years' experience in financial services in Asia/Pacific and in the UK/Europe having held CEO, senior executive and board roles covering funds management, insurance, banking and securities. Mr O'Shaughnessy has been a director of A. T. Kearney, University of Adelaide's International Centre for Financial Services, Forticode, Elevate Australasia and Australian Services Roundtable. John was also Deputy CEO of the Financial Services Council of Australia.

In addition to his role as a non-executive member of the Board, Mr O'Shaughnessy chairs the Group Audit, Risk and Compliance Committee and is a member of the Nomination, Remuneration and Governance Committee.

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

6. Resolution 4 — Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the Company passes a special resolution adopting a new name.

Resolution 4 seeks the approval of shareholders for the Company to change its name to **Centrepont Financial Services Limited**.

If resolution 4 is passed, the change of name will take effect from the day on which ASIC alters the details of the Company's registration.

The proposed name is currently the subject of an ASIC review and subject to ASIC approval of the new proposed name and if Resolution 4 is passed, the Company will lodge a copy of the special resolution with ASIC on the later of completion of the AGM or ASIC approval of the change of name of the Company.

The Board proposes this change of name on the basis that it more accurately reflects the operations of the Company.

The directors recommend that shareholders vote in favour of resolution 4.

7. Resolution 5 — 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 2015/2016 financial year is as follows:

- \$400,917 fixed base salary (including superannuation); and
- a short term incentive of \$200,000 – following the achievement of key performance targets that measure 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
1,500,000	\$131,348

*The indicative fair value of A\$0.0876 per Share was calculated using a Black Scholes methodology and was based on a number of assumptions including: a share price of \$0.3625, volatility of 42%, a risk free rate of 2.75% and a strike price of \$0.316.

Previous issues made to the Managing Director under existing incentive arrangements

In 2013, the Company approved the issue of 1,500,000 performance rights to Mr de Zwart as a separate incentive arrangement under the terms of his executive employment agreement. At the Company's 2014 AGM, shareholders approved the Company's LTIP and the issue of 2,800,000 ordinary fully paid shares and the advance of a loan to John de Zwart under the LTIP for the 2014/2015 financial year.

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 1,500,000 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, 1,500,000 shares will vest on 1 December 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 Basic Earnings per Share (**Underlying Basic EPS**) in accordance with the following matrix:

For 1,500,000 Shares to vest in 2018, the Underlying Basic EPS for the 30 June 2018 financial year:

Underlying Basic EPS ranking	Percentage of Shares that vest
Less than 140% of the 30 June 2015 Underlying Basic EPS	Nil
140% of the 30 June 2015 Underlying Basic EPS	40%
Greater than 140% and less than 172% of the 30 June 2015 Underlying Basic EPS	Shares will vest on a pro rata basis
172% and above of the 30 June 2015 Underlying Basic EPS	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 five 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 offered within 5 business days of the AGM and, in any event, allotted and issued 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 below.

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 5 to permit the financial benefit to be given – Mr John de Zwart, the Managing Director of the Company.

As at 28 September 2015, Mr de Zwart had an indirect interest in 2,419,492 ordinary shares held by Optimar Pty Ltd and Optiplus Super Pty Ltd of which Mr de Zwart is a beneficiary, 2,800,000 Shares under the LTIP 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 5. Mr de Zwart has not made a recommendation as he has an interest in resolution 5.
- 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 5 – 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 5 – further information on the terms of the LTIP is set out below.

Loan terms	<p>Loans are governed by the loan scheme rules.</p> <p>Loans 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 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	<p>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.</p>
Quotation	<p>The Company must apply for official quotation of any shares issued under the LTIP.</p>
Disposal	<p>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.</p>
Adjustments	<p>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.</p>

Effect of the proposal

On the basis of the total securities in the Company on issue as at 28 September 2015 and assuming all of the performance rights held by Mr de Zwart, and existing shares issued under the LTIP to Mr de Zwart, vested, his holding would be approximately 4.53% of the total issued ordinary shares in the Company on a fully diluted basis. If the new shares were issued under the LTIP and Mr de Zwart satisfied the performance conditions (assuming no other issues of securities), his holding would increase to 5.54%. Accordingly, the issue of the Shares could have a dilutionary impact of approximately 1.01% 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

Mr de Zwart was issued 2,800,000 Shares under the LTIP following approval at the 2014 AGM. 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.

Each of the directors (other than Mr de Zwart) recommends that shareholders vote in favour of this resolution 5.

8. Resolution 6 - modification of Constitution

To align the Company's director election and re-election processes with the Listing Rules, it is proposed that certain amendments be made to the Company's constitution, as set out below.

The Company seeks approval for the deletion of the existing Rule 58 and insertion of a new Rule 58, as follows:

'58. RETIREMENT AND NOMINATION OF DIRECTORS

- (a) Subject to Rules 47 and 56(b), at each annual general meeting of the Company the following Directors must retire from office (other than an exempt Managing Director under Rule 60):*
- (i) each Director who has held office past the third annual general meeting or 3 years since the Director's last election, whichever is the longer; or*
 - (ii) if the ASX Listing Rules requires the Company to hold an election of Directors each year and there is no Director required to retire under Rule 47 or Rule 58(a)(i), or standing for election at the annual general meeting, the Director who has been longest in office since his or her last election, but, as between persons who were elected as Directors on the same day, the Director to retire must be determined by ballot, unless they otherwise agree between themselves.*
- (b) The retirement of a Director from office under this Constitution and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.*
- (c) The Company must hold an election of Directors each year for so long as the ASX Listing Rules require it.*

(d) No person (other than a retiring Director seeking re-election) is eligible for election to the office of Director at any general meeting unless the person or a shareholder intending to nominate the person has given notice in writing signed by the nominee giving consent to the nomination and signifying either candidature for the office or the intention of the shareholder to nominate the nominee. To be valid, the notice is required to be left at the Office not less than the period permitted by the ASX Listing Rules, unless the nominee has been recommended by the Board for election, in which case the notice is required to be left at the Office within the period determined by the Board.'

The Company seeks approval for the deletion of the existing Rule 60 and insertion of a new Rule 60, as follows:

'60. EXEMPT MANAGING DIRECTOR

An exempt Managing Director is the Managing Director or, if there is more than one Managing Director, the Managing Director designated by the Board to be an exempt Managing Director. An exempt Managing Director is not subject to retirement as a Director by rotation while continuing to hold the office of Director and is not to be taken into account in determining the rotation or retirement of Directors or the number of Directors to retire, but is subject to the same provisions as to removal as the other Directors of the Company. This Rule does not affect the operation of Rules 56 and 57.'

Finally, the Company seeks approval to change all references from "Centrepont Alliance Limited" to "Centrepont Financial Services Limited" in the Constitution to reflect the Company's change of name, subject to shareholder approval under resolution 4.

The directors recommend that shareholders vote in favour of resolution 6.

GLOSSARY

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

“ASX” means ASX Limited.

“ASIC” means the Australian Securities and Investments Commission.

“Board” means the board of directors from time to time.

“Chairman” means the chairman of the Board.

“Company” means Centrepont Alliance Limited ACN 052 507 507.

“Constitution” means the constitution of the Company from time to time.

“Corporations Act” means the Corporations Act 2001 (Cth).

“Explanatory Statement” means this explanatory statement.

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

“Managing Director” means the managing director of the Company. Mr. John de Zwart is the current managing director.

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

Centrepont Alliance

Centrepont Alliance Limited
ABN 72 052 507 507

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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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: 138231

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 (AEDT) Wednesday, 25 November 2015**

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 →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 at the Offices of Deloitte Touche Tohmatsu at Grosvenor Place, Level 9, 225 George Street, Sydney, New South Wales 2000 on Friday, 27 November 2015 at 10:30am (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 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 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 5 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 Richard Nelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of John O'Shaughnessy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Managing Director - John de Zwart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Modification of Constitution	<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