



WELCOME



Centro
Retail Trust



**Annual General Meeting of Centro
Retail Limited
&
Meeting of Unit Holders of
Centro Retail Trust**



**Centro
Retail Trust**

Introduction

- **Peter Day** – Chairman
- **Bill Bowness** – Non-executive Director
- **Anna Buduls** – Non-executive Director
- **Paul Cooper** – Non-executive Director
- **Michael Humphris** – Non-executive Director
- **Fraser MacKenzie** – Non-executive Director
- **Robert Tsenin** – Chief Executive Officer
- **Elizabeth Hourigan** – Senior Legal Counsel & Company Secretary

Why are we here today?

- Last week CER Securityholders approved aggregation with CAWF and DHT to create the new listed retail trust, Centro Retail Australia
 - Subject to the approval of the Supreme Court of New South Wales
 - Aggregation currently expected to occur on 13 December 2011
- Holding of Annual General Meeting (**AGM**) is a requirement of Corporations Act
- AGM is required to consider/vote on a number of items of ordinary and special business

FY11 Year in Review

- Termination of over hedged US equity position
- Successful debt refinancings
- Completion of US asset sale process
- Permanent debt reductions
- In principle agreements reached leading to Aggregation

Your Questions Answered

Business of the Meeting

- **Ordinary Business Items**
 - Financial Statements
 - Election of Directors
 - Adoption of Remuneration Report
- **Special Business Items**
 - Maximum number of directors
 - Compliance with ASX Listing Rules
 - Maximum Aggregate Remuneration of non-executive directors
 - Amendments to Constitution of Centro Retail Trust

Ordinary Business

Financial Reports

To receive and consider the financial reports of Centro Retail (comprising the Company and the Trust) and the reports of the Directors and Auditor for the year ended 30 June 2011.

(Ordinary Business, Resolution 1)

- Please refer to Page 9 of the Notice of Meeting for full details.



Election of Directors

Two resolutions regarding the election of Directors of the Company

(Ordinary Business, Resolution 2)

- “That Mr William (Bill) Bowness be re-elected as a Director of the Company”
- “That Mr Michael Humphris be re-elected as a Director of the Company”
 - Please refer to Pages 9-11 of the Notice of Meeting for full details.

Resolution 2: Election of Directors

Part (a) Mr Bill Bowness – Proxy Status

	NUMBER	PERCENT
FOR	1,929,301,185	97.72%
AGAINST	41,926,036	2.12%
Open to Chairman	2,793,038	0.14%
Open to Others	423,532	0.02%
TOTAL LODGED	1,974,443,791	100%

Resolution 2: Election of Directors

Part (b) Mr Michael Humphris – Proxy Status

	NUMBER	PERCENT
FOR	1,918,288,885	97.16%
AGAINST	52,800,870	2.67%
Open to Chairman	2,845,312	0.15%
Open to Others	423,532	0.02%
TOTAL LODGED	1,974,358,599	100%

Remuneration Report

To adopt the Remuneration Report
for the Company for the financial
year ended 30 June 2011

(Ordinary Business, Resolution 3)

- Please refer to Page 9 of the Notice of Meeting for full details.

Resolution 3: Remuneration Report

Proxy Status

	NUMBER	PERCENT
FOR	1,860,049,798	94.24%
AGAINST	112,258,577	5.69%
Open to Chairman	951,116	0.05%
Open to Others	418,818	0.02%
TOTAL LODGED	1,973,678,309	100%

Special Business



Resolution 4 (a)

To approve the amendments to the Constitution of Centro Retail Limited relating to the maximum number of directors

(Special Business, Resolution 4a)

- Please refer to Page 12 of the Notice of Meeting for full details.

Resolution 4 (a): Maximum Number of Directors

Proxy Status

	NUMBER	PERCENT
FOR	1,926,940,911	97.55%
AGAINST	44,943,672	2.28%
Open to Chairman	2,934,462	0.15%
Open to Others	421,365	0.02%
TOTAL LODGED	1,975,240,410	100%

Resolution 4 (b)

To approve the amendments to the Constitution of Centro Retail Limited relating to compliance with the ASX Listing Rules

(Special Business, Resolution 4b)

- Please refer to Page 12 of the Notice of Meeting for full details.

Resolution 4 (b): Compliance with ASX Listing Rules

Proxy Status

	NUMBER	PERCENT
FOR	1,945,670,567	98.47%
AGAINST	26,500,052	1.34%
Open to Chairman	3,269,929	0.17%
Open to Others	423,532	0.02%
TOTAL LODGED	1,975,864,080	100%

Resolution 5: Maximum Aggregate Remuneration of Non-Executive Directors

To consider the maximum Aggregate remuneration of non-executive directors

(Special Business, Resolution 5)

- Please refer to Pages 13-14 of the Notice of Meeting for full details.

Resolution 5: Maximum Aggregate Remuneration of Non-Executive Directors

Proxy Status

	NUMBER	PERCENT
FOR	1,751,352,078	88.74%
AGAINST	220,878,270	11.19%
Open to Chairman	959,103	0.05%
Open to Others	351,265	0.02%
TOTAL LODGED	1,973,540,716	100%

Resolution 6: Amendment to Constitution of Centro Retail Trust

To approve all other amendments to the Constitution of Centro Retail Trust

(Special Business, Resolution 6)

- Please refer to Pages 14-15 of the Notice of Meeting for full details.

Resolution 6: Amendments to Constitution of Centro Retail Trust

Proxy Status

	NUMBER	PERCENT
FOR	1,877,291,657	95.03%
AGAINST	94,672,721	4.79%
Open to Chairman	3,101,761	0.16%
Open to Others	423,532	0.02%
TOTAL LODGED	1,975,489,671	100%

Questions

