
CNP Securityholders' Annual General Meeting

Welcome and Introduction

Paul Cooper – Chairman

Elizabeth Hourigan – Senior Legal Counsel and Company Secretary

Robert Tsenin – Group Chief Executive Officer

Rob Wylie – Non-executive Director

Jim Hall – Non-executive Director

Anna Buduls – Non-executive Director

Susan Oliver – Non-executive Director

Why we are here?

- Last week CNP Securityholders approved aggregation of the Centro Group
- 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

Chairman's Address

Your questions answered

Business of 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

Ordinary Resolutions

Financial Reports

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

(Ordinary Business, Resolution 1)

→ Please refer to Page 8 of Notice of Meeting for full details.

Election of Directors

Two resolutions regarding the election of Directors of the Company.

(Ordinary Business, Resolution 2)

- “That Ms Anna Buduls be re-elected as a Director of the Company”.
- “That Ms Susan Oliver be re-elected as a Director of the Company”.

→ Please refer to Pages 8-10 of Notice of Meeting for full details.

Resolution 2: Election of Directors

Part (a) Ms Anna Buduls

Resolution 2: Election of Directors

Part (a) Ms Anna Buduls – Proxy Status

	NUMBER	PERCENT
FOR	61,304,565	30.88%
AGAINST	23,084,667	11.63%
Open to Chairman	17,217,579	8.67%
Open to Others	96,930,027	48.82%
TOTAL LODGED	198,554,208	100%

Resolution 2: Election of Directors

Part (b) Ms Susan Oliver

Resolution 2: Election of Directors

Part (b) Ms Susan Oliver – Proxy Status

	NUMBER	PERCENT
FOR	62,595,104	31.53%
AGAINST	21,997,447	11.08%
Open to Chairman	17,019,266	8.57%
Open to Others	96,930,027	48.82%
TOTAL LODGED	198,559,214	100%

Remuneration Report

To adopt the Remuneration Report for the Company for the financial year ended 30 June 2011 as contained in the Annual Report of the Company for the year ended 30 June 2011.

(Ordinary Business, Resolution 3)

- Please refer to Pages 10-11 of Notice of Meeting for full details.
- This is a non-binding advisory vote.

Resolution 3: Remuneration Report

Remuneration Report – Proxy Status

	NUMBER	PERCENT
FOR	48,905,614	25.82%
AGAINST	34,163,893	18.03%
Open to Chairman	9,510,433	5.02%
Open to Others	96,872,821	51.13%
TOTAL LODGED	189,452,761	100%

Special Resolutions

Resolution 4(a)

To approve the amendments to the Constitution of the Company relating to the maximum number of Directors.

(Special Business, Resolution 4a)

→ Please refer to Page 11 of Notice of Meeting for full details.

Resolution 4(a): Maximum Number of Directors



Resolution 4(a) – Proxy Status

	NUMBER	PERCENT
FOR	60,291,098	30.27%
AGAINST	24,405,066	12.25%
Open to Chairman	17,592,631	8.83%
Open to Others	96,930,027	48.65%
TOTAL LODGED	199,236,192	100%

Resolution 4(b)

To approve the amendments to the Constitution of Company relating to compliance with the ASX Listing Rules.

(Special Business, Resolution 4b)

→ Please refer to Page 11 of Notice of Meeting for full details.

Resolution 4(b): Compliance with ASX Listing Rules



Resolution 4(b) – Proxy Status

	NUMBER	PERCENT
FOR	65,880,902	33.03%
AGAINST	18,886,485	9.47%
Open to Chairman	17,795,723	8.93%
Open to Others	96,880,027	48.57%
TOTAL LODGED	199,460,507	100%

Close of Meeting
