



CENTRO RETAIL AUSTRALIA

NOTICE OF EXTRAORDINARY GENERAL MEETING

To be held:

Date Tuesday 22 January 2013

Time 2.00pm

Venue Fitzroy Ballroom
Sofitel Melbourne on Collins
25 Collins Street
Melbourne

Investor registration begins at 1.30pm

LOCATION OF EGM

Tuesday 22 January 2013 – 2.00pm

Fitzroy Ballroom

Sofitel Melbourne on Collins

25 Collins Street

Melbourne

Investor registration begins at 1.30pm

How to get there

The venue is easily accessed by the city's roadways, public transport and on foot.

Car

There are off-street car parks within a block of the venue which charge between \$19 and \$22 an hour for each of the first three hours. The Sofitel Melbourne on Collins driveway is accessible from Collins Street and valet parking is available for a fee.

Alternatively, a Wilson public car park is located underneath the hotel and has direct lift access to Level One of the hotel. This carpark is accessed from Flinders Lane via Spring Street.

Mobility-impaired access: There is lift access to the promenade (Level 1) from the Sofitel Melbourne On Collins driveway.

Taxi

There is a taxi rank in Collins Street outside the hotel. Taxis can also be hailed in the street.

Trams

Tram routes in Collins Street which pass the hotel:

- Route 48 – North Balwyn and Victoria Harbour
- Route 109 – Box Hill and Port Melbourne
- Route 112 – West Preston and St Kilda

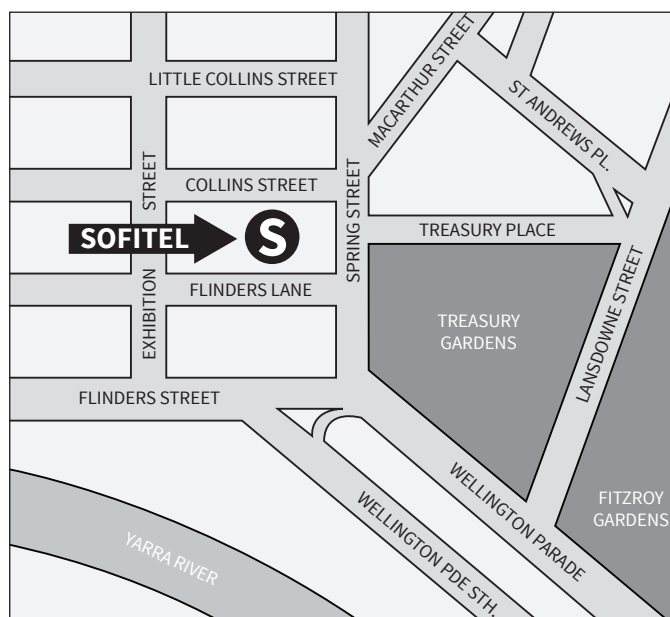
The nearest tram stop is located outside the hotel's driveway on the corner of Collins Street and Spring Street.

Trains

The nearest train stations are:

- Parliament Station – part of the City Loop or Melbourne Underground Rail Loop, with the closest entrance/exit to the hotel on the corner of Spring Street and Macarthur Street.
- Flinders Street Station – a destination for suburban trains, situated on the corner of Flinders Street and Swanston Street. It is also one of the stops on the City Loop.

For tram and train timetables see <http://ptv.vic.gov.au>.



CHAIRMAN'S LETTER

Dear Investor,

The Board has decided that it is now appropriate to seek securityholder approval to change our company name from Centro Retail Limited to Federation Limited as an important step in the transformation of our business. The company forms part of the stapled group Centro Retail Australia and, as previously announced, we propose to change the group name to Federation Centres following your approval to change the company name.

We want people to embrace their local shopping experience and we want the renamed Federation Centres to be synonymous with that feeling.

Federation Centres will reflect the organisation we are today - its strategic vision, values, culture and community relationships that are integral to our business. The new brand uses a ribbon device to represent both the physical and emotional combination of a shopping experience and reminds people of the many great reasons to visit our centres.

There are many benefits that come from the rebranding, which include:

- The design and use of the Federation Centres logo that supports the strong local brand names of our centres. Combined with the ribbon, it will be used as part of the reinvigoration and rejuvenation of the look and feel of our centres.
- Federation Centres will strive to lead our industry in the way we do business. We have a great opportunity to distinguish ourselves as the leading Australian centre manager.
- Federation Centres will stand for a business that is responsible and accountable and delivers on the promises it makes. These values will be the foundation of our future success and help to drive sustainable returns for our investors.



**FEDERATION
CENTRES**

A clearly-defined strategy, strong values and a commitment to the communities we serve ensures Federation Centres is set to deliver an exciting future for our people, retailers and securityholders.

This name change is an important step in the transformation of our business and the start of a new period under the Federation Centres' brand. I therefore request the support of securityholders to endorse this important change.

Yours sincerely,

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

Bob Edgar

Chairman

17 December 2012

NOTICE OF MEETING

CENTRO RETAIL LIMITED

ABN 90 114 757 783

Notice is given that an Extraordinary General Meeting of Centro Retail Limited (CRL or Company) will be held at Fitzroy Ballroom, Sofitel Hotel, 25 Collins Street, Melbourne, on Tuesday 22 January 2013 at 2.00 pm.

SPECIAL BUSINESS

1 Change of company name

To consider and if thought fit, pass the following resolution as a special resolution of Centro Retail Limited:

“That:

- (a) the name of Centro Retail Limited is changed to Federation Limited; and
- (b) the constitution of Centro Retail Limited is amended to reflect the change of name, with effect from when the Australian Securities and Investments Commission alters the details of the registration in accordance with the Corporations Act 2001 (Cth).”

By order of the Board of Centro Retail Limited.



Elizabeth Hourigan

Secretary

17 December 2012

EXPLANATORY MEMORANDUM

The business of the meeting is to consider a resolution that the name of the Company be changed from “Centro Retail Limited” to “Federation Limited”, and that the Company constitution be amended to reflect the change of name. If approved by Members, the proposed name change would then be lodged at the Australian Securities and Investments Commission (ASIC) and, in accordance with the Corporations Act 2001 (Cth), would take effect as and from the time that ASIC alters the details of the Company registration to note the change of name.

If Members approve the change of Company name, it is intended that the names of Centro Retail Trust, Centro Australia Wholesale Fund and Centro DPF Holding Trust be changed to Federation Centres Trust No. 1, Federation Centres Trust No. 2 and Federation Centres Trust No. 3 respectively. Centro Retail Australia will then be known as Federation Centres and its ASX code will change from CRF to FDC.

For the reasons set out in the Chairman’s letter attached to this Notice of Meeting, the Board of Centro Retail Limited unanimously recommends that Members vote in favour of the special resolution to change the name of Centro Retail Limited to Federation Limited.

NOTES

1 Terminology

Terms which are defined in the Constitution of the Company have the same meaning when used in this Notice (including these notes and the Explanatory Memorandum) unless the context requires otherwise.

2 Quorum

The Constitution of the Company provides that three Members present personally or by representative, attorney or proxy shall be a quorum for a general meeting of the Company.

3 Resolution

This resolution is a Special Resolution and can only be passed if at least 75% of the votes cast in person or by proxy, by Members entitled to vote on the resolution are voted in favour of the resolution.

4 Voting

Members may vote in person or by proxy. The Directors of the Company have determined that, for the purposes of the meetings, Shares will be taken to be held by the persons who are registered as Members as at 2.00 pm on Sunday 20 January 2013. Accordingly, transfers registered after this time will be disregarded in determining entitlements to vote at the meetings.

In the case of shares held by joint holders, one of the joint holders may vote and if more than one joint holder is present and voting at the meeting, only the vote of the joint holder whose name appears first in the register will be counted.

5 Admission to Meetings

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution of the Company. Attorneys are requested to bring a copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

6 Proxies – appointment, completion and lodgement of proxy forms and queries

A Member who is entitled to attend and vote at the meetings may attend and vote by proxy. Proxyholders need not be a Member of the Company. A Member who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion of votes each proxy is entitled to exercise.

Proxy forms and authorities should be sent to the Registrar of Centro Retail Australia at the address specified on the enclosed reply paid envelope or to the address specified below:

Address: c/- Link Market Services Limited
Locked Bag A14
Sydney South
NSW 1235

Facsimile: +612 9287 0309

Online: www.linkmarketservices.com.au

Please refer to the enclosed proxy form for further instructions on completion and lodgement. Please note that proxy forms must be received no later than 2.00pm on Sunday 20 January 2013.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

Members should contact the Registrar of Centro Retail Australia, Link Market Services, with any queries. Contact details are set out in the proxy form.

7 How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of the resolution. Centro Retail Australia encourages all Members who submit proxies to direct their proxy how to vote on the resolution.

CENTRO
RETAIL
AUSTRALIA



X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of Centro Retail Australia and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 2:00pm on Tuesday, 22 January 2013, in the Fitzroy Ballroom, Sofitel Hotel, 25 Collins Street, Melbourne and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

Change of company name

That:

- (a) the name of Centro Retail Limited is changed to Federation Limited; and
(b) the constitution of Centro Retail Limited is amended to reflect the change of name, with effect from when the Australian Securities and Investments Commission alters the details of the registration in accordance with the *Corporations Act 2001* (Cth).

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CRF PRX201



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 20 January 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Centro Retail Australia
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you.
This will assist in registering your attendance.**