

CENTREPOINT ALLIANCE LIMITED

ACN 052 507 507

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Centrepoint Alliance Limited (**Company**) will be held as a virtual Meeting via Digital videoconference (Online) <https://meetnow.global/MQ5LUZY> at 11:00am (AEDT time) on Friday, 15 November 2024.

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 2024.

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) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

“That the Company’s remuneration report for the year ended 30 June 2024 be adopted.”

Note: The Company's remuneration report for the year ended 30 June 2024 is set out in the Company's annual report for the year ended 30 June 2024. The vote on this resolution is advisory only and does not bind the Company or its directors.

Resolution 2 — Re-election of Georg Chmiel

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

“That Georg Chmiel who retires by rotation in accordance with rule 19.3 of the Company’s Constitution and, being eligible, be re-elected as a director of the Company.”

Resolution 3 — Election of Linda Fox

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

“That, Ms Linda Fox who, having previously been appointed to fill a casual vacancy, retires in accordance with ASX Listing Rule 14.4 and Rule 19.2 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company.”

Resolution 4 — Election of Anthony Vogel

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

“That, Mr Anthony Vogel who, having previously been appointed to fill a casual vacancy, retires in accordance with ASX Listing Rule 14.4 and Rule 19.2 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company.”

Resolution 5 —Election of Peter Rollason

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

“That, Mr Peter Rollason who, having previously been appointed to fill a casual vacancy, retires in accordance with ASX Listing Rule 14.4 and Rule 19.2 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company.”

By order of the Board



Kim Larkin
Company Secretary
15 October 2024

VOTING EXCLUSION STATEMENT:

CORPORATIONS ACT

Resolution 1

The Company will disregard any votes cast on this resolution by or on behalf of:

- a. any Director;
- b. a member of the Company's Key Management Personnel named in the remuneration report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- c. as a proxy by a member of the Company's Key Management Personnel at the date of the Annual General Meeting (AGM) or a closely related party of such a member; or
- d. an Associate of those persons.

However, the Company will not disregard a vote cast by any of the foregoing persons (the voter) if the vote is not cast by the voter on behalf of any of the foregoing persons and either:

- a. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- b. the voter is the chair of the Meeting (Chair) and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

HOW TO VOTE:

Direct voting using the AGM Online Platform

The Meeting will be held by way of a virtual Meeting using online meeting technology.

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the online meeting technology. The online meeting technology will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, ask questions (in writing and orally) and to cast their votes during the Meeting through the online platform at:

<https://meetnow.global/MQ5LUZY>

To participate in the Meeting and vote online, Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of their holding statement or Proxy Form), and their postcode (or country if shareholding held outside Australia). Attorneys and corporate representatives can log in to the online platform using the SRN/HIN of the relevant Shareholder.

Proxyholders are to contact Computershare Investor Services on +61 3 9415 4024 to request their unique email invitation link prior to the Meeting.

Further information regarding participating in the Meeting online, including browser requirements, is detailed in the Virtual Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes between the commencement of the AGM at 11 am (AEDT) on Friday, 15 November 2024, and the closure of voting as announced by the Chairman during the AGM.

Shareholders who elect to participate at the AGM using the online platform will be entitled to the same as if they had attended the Meeting, including:

- to be counted as being present at the Meeting for any purpose, including for the purpose of determining whether there is a quorum;
- to ask questions or make comments; and
- to vote on resolutions they are entitled to vote on.

Voting by corporate representative

Corporate Shareholders who wish to appoint a representative to participate and vote at the AGM on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's Share Registry. To be effective, evidence of the appointment must be returned in the same manner and by the same time as specified for proxy appointments (below).

Voting by proxy

If you are entitled to participate and vote at the AGM, you can appoint a proxy to participate and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

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 11.00am (AEDT) on Wednesday, 13 November 2024. Any proxy form received after that time will not be valid for the scheduled Meeting.

By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) or +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 (AEDT) on Wednesday, 13 November 2024 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 Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 5 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 5 (inclusive).

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 AGM of members of Centrepont Alliance Limited (Company) to be held on Friday, 15 November 2024.

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. The Directors recommend Shareholders read the accompanying Notice and this Explanatory Statement in full before making any decision in relation to the Resolutions.

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 of the Company.

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

In addition to asking questions at the AGM, 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, if the question is relevant to:

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

Note: Under section 250PA(1) of the 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 to the Company by 5.00pm (AEDT) on Friday, 8 November 2024. Please send any written questions for the attention of the Company Secretary at Level 3, 309-315 George St, Sydney, 2000 or by email to kim.larkin@boardroomlimited.com.au

3. RESOLUTION 1 — ADOPTION OF REMUNERATION REPORT

There will be an opportunity for Shareholders at the AGM to comment on and ask questions about the remuneration report, which is contained within the Company's annual report for the year ended 30 June 2024.

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

The vote on the resolution to adopt 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.

Directors' Recommendation

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) of the Corporations Act, makes no recommendation regarding this resolution.

4. RESOLUTION 2 — RE-ELECTION OF GEORG CHMIEL

Rule 19.3 of the Constitution states that at each AGM of the Company, Directors (other than the Managing Director) must retire from office if they held office past the third annual general meeting or 3 years since the Director's last election, or where there is no Director to retire under rule 19.3, the Director (or Directors) to retire is the Director (or Directors) who has been longest in office since last being elected under rule 19.3. A retiring Director is eligible for re-election.

In accordance with these requirements, Georg Chmiel retires under rule 19.3 at this year's AGM and, being eligible, stands for re-election.

Georg brings more than 30 years of experience in the financial services industry, online media and real estate industry. Georg is currently also non-executive Chair of Spacetalk (ASX:SPA), Non-executive Director of Xamble (ASX:XGL) and Kinatico (ASX:KYP). Georg is Co-Founder & Chair of Juwai-IQI.

Georg was previously Executive Chair of iCarAsia (ASX:ICQ), MD&CEO of iProperty (ASX:IPP), non-executive Director of Butn (ASX:BTN), Mitula (ASX:MUA) and PropTech Group (ASX:PTG), MD&CEO of LJ Hooker Group and CFO & Acting CEO at REA Group (ASX:REA).

Georg holds a Master of Business Administration (MBA) from INSEAD, a Masters equivalent Computer Science Degree from Technische Universität München and is a member of the American Institute of Certified Public Accountants. Georg is a Fellow of the Australian Institute of Company Directors (AICD) and the Institute of Corporate Directors Malaysia (ICDM).

Directors' Recommendation

The Directors (other than Mr Chmiel) recommend that Shareholders vote in favour of Resolution 2.

5. RESOLUTION 3 – ELECTION OF LINDA FOX

Ms Linda Fox was appointed as a Director of the Company on 01 December 2023 and retires in accordance with clause 19.2 of the Constitution and ASX Listing Rule 14.4 and stands for election.

Linda is a Non-Executive director with a background in wealth management, banking and professional services in organisations that include start-ups, global and multi-billion dollar enterprises.

Linda has 25 years of executive experience as a Chief Financial Officer and Chief Operating Officer overseeing businesses in Australia, New Zealand and the Asia Pacific region. She was formerly the CFO for Colonial First State, a large Australian superannuation and investment provider, CFO for the International Division of the Commonwealth Bank of Australia, CFO/COO in organisations such as Merrill Lynch, Schroder Investment Management and SFG Australia – an ASX-listed start-up.

Linda is a Chartered Accountant, and a member and graduate of the Institute of Company Directors. She holds an Executive MBA, a Graduate Diploma in Information Systems, and a Bachelor of Commerce.

Linda is a passionate supporter of the performing arts.

In addition to her role as a Non-Executive Director on the Centrepoint Alliance Board, appointed 1 December 2023, Linda is a Non-Executive Director of the Australian Youth Orchestra and is a Compliance Committee member of Investors Mutual Limited's listed and unlisted managed investment schemes. Linda has been appointed as an Independent Compliance Committee member of Aware Financial Services, part of Aware Super, for their registered managed investment schemes. She previously served as a Non-Executive Director of QV Equities Limited.

Directors' recommendation

The Directors (with Ms Fox abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 – ELECTION OF ANTHONY VOGEL

Mr Anthony Vogel was appointed as a Director of the Company on 6 December 2023 and retires in accordance with clause 19.2 of the Constitution and ASX Listing Rule 14.4 and stands for election.

Anthony has 20 years' experience in the finance and investment sectors. He commenced his career at Trowbridge Deloitte before moving into institutional investment roles and funds management. Anthony is currently an investment manager at Thorney Investment Group where he commenced in 2017.

Directors' recommendation

The Directors (with Mr Vogel abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 4.

7. RESOLUTION 5 – ELECTION OF PETER ROLLASON

Mr Peter Rollason was appointed as a Director of the Company on 12 December 2023 and retires in accordance with clause 19.2 of the Constitution and ASX Listing Rule 14.4 and stands for election.

Peter brings to the board more than 35 years of experience in the financial services industry in the UK, Asia and Australia including senior operational roles in banking, finance broking and strategy.

Peter's roles included responsibility for finance, operations, funding, marketing and business development and his experience includes executive roles with Midland Bank International Division (now HSBC), Kleinwort Benson and NatWest Markets (now Citigroup) in Australia and the Asian region. Peter was also a Corporate Finance partner at Deloitte and executive director of Liberty Financial.

Peter qualified as a chartered accountant in the UK, is a Fellow and former member of the National Committee of the Australian Securitisation Forum and a member of the Australian Institute of Company Directors.

Peter is also currently a Non-Executive Director and Chair of the Audit and Risk Committee of COG Financial Services (ASX:COG) and Chair and Non-Executive Director of Sydney Stock Exchange.

Directors' recommendation

The Directors (with Mr Rollason abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 5.

GLOSSARY

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

“AGM” or “Meeting” means Annual General Meeting.

“Appointment of Corporate Representative” means the formal documentation that authorises an individual to act on behalf of a corporate shareholder at a meeting, including the necessary details of the corporate entity and the appointed representative.

“ASIC” means the Australian Securities and Investments Commission.

“Associates” has the meaning given to that term in the Corporations Act.

“ASX” means ASX Limited or the stock exchange operated by it (as the context requires).

“ASX Listing Rules” or “Listing Rule” means the Official Listing Rules of the ASX.

“Awards” means securities or rights granted to a participant in the LTIP.

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

“Chairman” or “Chair” 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.

“Corporate Shareholder” means a company or other corporate entity that holds fully paid ordinary Shares in the Company.

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

“Directors” means the Directors of the Company.

“Explanatory Statement” means this Explanatory Statement.

“HIN” or “Holder Identification Number” means a unique identifier assigned to a shareholder by a broker or custodian, used to identify the holder's holdings in the Company.

“Key Management Personnel” or “KMP” has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

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

“Notice”, “Notice of Meeting” or “Notice of AGM” means the notice of Annual General Meeting which accompanies this Explanatory Statement.

"Proxy Form" means the proxy form that is enclosed with and forms part of this Notice.

"Relevant Executive" has the meaning given in section 10(c) of the Explanatory Statement.

"Resolution" or **"Resolutions"** means a resolution in the form proposed in the Notice of Meeting.

"Shares" means fully paid ordinary Shares in the Company.

"Share Registry" means the service provided by Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne, Victoria 3001, Australia, responsible for maintaining the records of shareholders, managing share transfers, and facilitating communication between the Company and its shareholders.


"Shareholder" or **"Shareholders"** means the holders of Shares.


"Shareholder Reference Number" or "SRN" means a unique identifier assigned to a shareholder to facilitate the administration of their shareholding in the Company.

"Virtual Meeting Guide" means the document provided by the Company outlining the procedures and requirements for participating in the virtual meeting, including technical specifications and voting instructions.

"Voting Power" has the meaning given to that term in section 610 of the Corporations Act.

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 13 November 2024.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

I ND

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 Centrepoint 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 Centrepoint Alliance Limited to be held as a virtual meeting on Friday, 15 November 2024 at 11:00am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 by marking the appropriate box in step 2.

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 Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Linda Fox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Anthony Vogel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Peter Rollason	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

