



## **CENTURIA EXTRAORDINARY GENERAL MEETING**

### **CHAIRMAN'S ADDRESS**

**MONDAY 29 JANUARY 2018 AT 10:00AM**

#### **WELCOME**

Good morning ladies and gentlemen.

My name is Garry Charny and I am the chairman of the board of directors of Centuria Capital Group. Pursuant to Centuria's constitution, I am authorised to chair this meeting.

On behalf of the board, I would like to welcome you to this Extraordinary General Meeting of securityholders of Centuria.

The Centuria Capital Group consists of Centuria Capital Limited, which I shall refer to as the Company throughout today's meeting, and Centuria Funds Management Limited as the responsible entity of Centuria Capital Fund, which I shall refer to as the Trust. Each share in the Company is stapled to a unit in the Trust, which form stapled securities. This meeting is a concurrent meeting of the shareholders in the Company and unitholders in the Trust, which is permitted by the respective constitutions of the Company and the Trust.

I declare that this meeting is now open.

#### **QUORUM**

I note that the quorum requirement for this meeting has been satisfied.

#### **IN ATTENDANCE**

In attendance today are my fellow board members Nicholas Collishaw, Peter Done, Susan Wheeldon-Steele and John Slater.

Simon Holt, the Chief Financial Officer of Centuria, and James Lonie, Company Secretary, are also in attendance.

#### **NOTICE OF MEETING**

A notice of meeting dated 27 December 2017, including an explanatory memorandum and proxy form, was sent to Centuria securityholders.

I will take the notice of meeting and the explanatory memorandum as read.

#### **PURPOSE OF THIS MEETING**

The purpose of this meeting is to seek securityholder approval under ASX Listing Rule 7.4 to refresh Centuria's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 operates to limit the number of equity securities that may be issued or agreed to be issued by Centuria in any 12 month period to 15% of its equity securities on issue, unless the issue is approved by the securityholders or an exemption applies.

On 27 December 2017 Centuria issued 27,030,596 stapled securities pursuant to an institutional placement, which fully utilised Centuria's placement capacity under ASX Listing Rule 7.1.

Accordingly, securityholder approval is being sought at this meeting to subsequently approve, or ratify, the issue of those stapled securities in order to refresh Centuria's placement capacity and provide it with maximum flexibility as to how it manages its future capital requirements.

## ITEMS OF BUSINESS

I will now move on to the formal matters before today's meeting.

The business of this meeting is to consider and, if thought fit, to pass the resolution in the notice of meeting.

## VOTING

Voting on the resolution will be conducted by way of a poll. On a poll:

- each shareholder has one vote for each share held in the Company; and
- each unitholder has one vote for each \$1.00 of the value of the units held in the Trust.

The resolution is an ordinary resolution and will be passed if more than 50% of the votes cast on the resolution are in favour.

Centuria will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the institutional placement announced to the ASX on 19 December 2017 or their associates.

I intend to vote as Chairman all open proxies in favour of the resolution.

Persons holding securities in the Group at 10 am on 27 January 2018 were taken to be Centuria securityholders for the purposes of determining voting entitlements at this meeting.

I intend to read out and propose the resolution and then to conduct a poll.

## Resolution - Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

I now move that the following resolution be adopted by passing an ordinary resolution as set out in the notice of meeting:

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given for the issue of 27,030,596 fully paid ordinary securities pursuant to the institutional placement announced by the Centuria Capital Group to the ASX on 19 December 2017 as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."*

At this point, I would like to give you the opportunity to ask any questions you may have in relation to the resolution?

I now call for a poll on the resolution.

Accordingly, if you would complete any voting cards, I will ask Computershare to collect them for the purposes of the poll.

As the counting of votes and the conduct of the poll may take some time, I propose to close the meeting and to publish the results of the poll as soon as possible through a release made to the ASX.

## **CLOSURE**

That ends the meeting which I now declare closed.

Thank you all for your attendance and interest and we look forward to your continued support.