

14 October 2019

Dear Securityholder,

I am pleased to invite you to the 2019 Annual General Meeting (**AGM**) of Centuria Capital Group (**CNI**) which is to be held:

Date: Thursday, 14 November 2019

Time: 10.00 am

Location Sofitel Sydney Wentworth
Hobart Room, Lobby Level
61-101 Phillip Street, Sydney

Registration will commence at 9:30 am. To assist with registration formalities, please bring the enclosed proxy form with you to the AGM. Light refreshments will be served before the meeting.

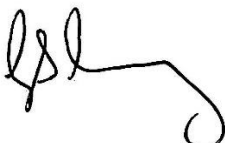
The following documents are enclosed with this letter:

- Notice of meeting including:
 - Items of Business
 - Voting Instructions
 - Explanatory Notes
- Appointment of Proxy Form
- A copy of the CNI 2019 Annual Report (if requested).

The Annual Report will also be made available on the Centuria website www.centuria.com.au.

Thank you for your support of Centuria during the year and I look forward to seeing you at the AGM.

Yours sincerely,



Garry Charny
Chairman

CENTURIA CAPITAL GROUP

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that:

- the Annual General Meeting of the shareholders of Centuria Capital Limited ACN 095 454 336 (**Company**); and
- a General Meeting of the unitholders of Centuria Capital Fund ARSN 613 856 358 (**Fund**),

(together, the **AGM**) will be held concurrently at the Sofitel Sydney Wentworth, Hobart Room, Lobby Level, 61-101 Phillip Street, Sydney, on Thursday, 14 November 2019 at 10:00 am (AEDT).

This Notice of Meeting is issued by the Company and by Centuria Funds Management Limited ACN 607 153 588 (**CFML**) in its capacity as responsible entity for the Fund.

The constitutions of the Company and the Fund provide that meetings of shareholders of the Company and unitholders of the Fund may be held concurrently whilst shares in the Company are stapled to the units in the Fund. Accordingly, the meeting will be a general meeting of Securityholders of both the Company and the Fund (together, the **Centuria Capital Group** or **Group**).

Resolutions which are referred to below as being "in respect of the Company only" will be voted on by Securityholders in their capacity as shareholders of the Company. The other resolutions will be voted on by Securityholders both in their capacity as shareholders of the Company and as unitholders of the Fund.

Terms and abbreviations are defined in the Glossary at the end of this Notice of Meeting and Explanatory Notes.

For further information please refer to the Explanatory Notes which accompany and form part of this Notice of Meeting.

ITEMS OF BUSINESS

Item 1. Financial Report, Directors' Report and Auditor's Report (in respect of the Company only)

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2019.

Item 2. Remuneration Report (in respect of the Company only)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2019 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusions apply to this proposed resolution (as described below).

Item 3. Re-election of Director – Mr John Slater (in respect of the Company only)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That Mr John Slater be re-elected as a Director of the Company."

Item 4. Re-election of Director – Mr Jason Huljich (in respect of the Company only)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That Mr Jason Huljich be re-elected as a Director of the Company."

Item 5. Approval of the Centuria Capital Group Executive Incentive Plan

To consider and, if thought fit, to pass the following as an ordinary resolution of the Group:

"That for the purposes of ASX Listing Rule 7.1 and 7.2 and for all other purposes, approval be given to the Centuria Capital Group Executive Incentive Plan, the terms and conditions of which are set out in the Explanatory Notes, and to the issue of performance rights and equity securities under the Executive Incentive Plan during the 3 years following the date of this meeting."

Voting exclusions apply to this proposed resolution (as described below).

Item 6. Grant of Tranche 7 Performance Rights under the Executive Incentive Plan to Mr John McBain and Mr Jason Huljich

To consider for the purposes of ASX Listing Rule 10.14 (and all other purposes) and, if thought fit, to pass the following resolutions as ordinary resolutions of the Group:

- (a) *"Approval be given for the issue of Tranche 7 Performance Rights to Mr John McBain under the Centuria Capital Group Executive Incentive Plan on the terms summarised in the Explanatory Notes."*
- (b) *"Approval be given for the issue of Tranche 7 Performance Rights to Mr Jason Huljich under the Centuria Capital Group Executive Incentive Plan on the terms summarised in the Explanatory Notes."*

Each resolution in Item 6 will be voted on separately.

Voting exclusions apply to these proposed resolutions (as described below).

Item 7. Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Group:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given for the issue of 47,619,048 Securities pursuant to the institutional placement announced by the Centuria Capital Group to the ASX on 18 September 2019 as detailed in the Explanatory Notes."

Voting exclusions apply to this proposed resolution (as described below).

VOTING EXCLUSION STATEMENTS

The *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on some of the items to be considered at the AGM. These voting exclusions are described below.

Voting Exclusion: Item 2 – Remuneration Report

In respect of the resolution set out in Item 2, in accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast:

- by or on behalf of a member of the key management personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2019, or that KMP's closely related party, regardless of the capacity in which the vote is cast;
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party,

unless the vote is cast as a proxy for a person who is entitled to vote on the resolution set out in Item 2:

- in accordance with their directions of how to vote as set out in the proxy form; or
- by the Chairman pursuant to an express authorisation on the proxy form to vote as the proxy decides, even though the resolution set out in Item 2 is connected with the remuneration of the KMP.

Voting Exclusion: Item 5 - Approval of the Centuria Capital Group Executive Incentive Plan

In respect of the resolution set out in Item 5, in accordance with the Corporations Act and the ASX Listing Rules, the Group will disregard any votes cast:

- by on behalf of a Director of the Company or CFML (except by a Director who is ineligible to participate in the Group's Executive Incentive Plan) and any associate of that Director, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the resolution set out in Item 5:

- in accordance with a direction on the proxy form; or

- by the Chairman in accordance with express authorisation in the proxy form to vote as the proxy decides, even though the resolution set out in Item 5 is connected with the remuneration of the KMP.

Voting Exclusion: Item 6 - Grant of Tranche 7 Performance Rights under the Executive Incentive Plan to Mr John McBain and Mr Jason Huljich

In respect of the resolutions set out in Item 6, in accordance with the Corporations Act and the ASX Listing Rules, the Group will disregard any votes cast:

- by or on behalf of a Director of the Company or CFML (except by a Director who is ineligible to participate in the Group's Executive Incentive Plan) or an associate of that Director, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or their closely related party,

unless the vote is cast as a proxy for a person who is entitled to vote on the resolution set out in Item 6:

- in accordance with their directions of how to vote as set out in the proxy form; or
- by the Chairman pursuant to an express authorisation on the proxy form, to vote as the proxy decides, even though the resolutions set out in Item 6 are connected with the remuneration of the KMP.

Voting Exclusion: Item 7- Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

The Group will disregard any votes cast on the Resolution by or on behalf of:

- a person who participated in the issue referred to in Item 7; and
- an associate of the person named above.

However, the Group need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING INSTRUCTIONS

Voting entitlement

The Directors of the Company and CFML have determined that persons holding Securities in the Group at 7:00 pm (AEDT) on Tuesday, 12 November 2019 will, for the purposes of determining voting entitlements at the AGM, be taken to be the Securityholders of the Group.

How to vote

Securityholders may vote by attending the meeting in person, by proxy or by authorised representative.

Proxies and authorised representatives

A Securityholder who is entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Securityholder of the Group.

Securityholders holding two or more Securities can appoint either one or two proxies. Where two proxies are appointed, the appointing Securityholder can specify the number of votes or the proportion of the Securityholder's votes they want each proxy to exercise. If no number or proportion is specified, each proxy may exercise half of the Securityholder's votes. Neither proxy may vote on a show of hands.

Corporate Securityholders must provide the Group with satisfactory evidence of the appointment of any corporate representative, prior to the commencement of the AGM.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings; and
- provides the Group with satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If a proxy appointment is signed by the Securityholder but does not name the proxy or proxies in whose favour it is given, the Chairperson may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the Secretary. In addition, if you direct your proxy how to vote and your nominated proxy does not attend the AGM, or attends but does not vote on a poll on a resolution, the Chairperson of the AGM will act in place of the nominated proxy and vote in accordance with any instructions.

A proxy form and a reply paid envelope are enclosed with this Notice of Meeting. If you wish to appoint two proxies, please obtain an additional form from the Group's Registry or make a photocopy of the enclosed proxy form. To be effective, a duly completed proxy form and the power of attorney (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received at the Registry or at the Group's registered office at least 48 hours before the start of the AGM (being no later than 10.00 am (AEDT) on Tuesday, 12 November 2019).

Proxies may be returned to Boardroom Pty Limited as follows:

By mail:

Centuria Capital Group
C/-Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
(a reply-paid envelope is enclosed)

In person:

Centuria Capital Group
C/-Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

By facsimile to:

(+61 2) 9290 9655

Online at:

<https://www.votingonline.com.au/cniagm2019>

To use this facility please follow the instructions on your enclosed proxy form.

Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each item by marking either "For", "Against" or "Abstain" against each item of business on the proxy form. If in respect of any of the items of business against which you do not direct your proxy how to vote, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

For all resolutions that are directly or indirectly related to the remuneration of a member of the KMP (being the resolutions set out in Item 2, Item 5 and Item 6 of this Notice of Meeting), the Corporations Act prohibits the KMP (other than the Chairperson) and their closely related parties from voting as your proxy unless you direct them how to vote. 'Closely related party' is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

As per clause 51.6(c) of the Company's constitution, if the Chairperson of the AGM is your proxy and the appointment directs the way the Chairperson is to vote, the Chairperson must vote on a poll, and must vote as directed, for each item of business on the proxy form.

However, if the Chairperson is your proxy and you do not direct the way the Chairperson is to vote, then by signing and returning the proxy form you will be expressly authorising the Chairperson to vote as he sees fit in respect of the relevant resolution. The Chairperson intends to vote available undirected proxies in favour of all resolutions.

By order of the Board of Directors of Centuria Capital Limited and Centuria Funds Management Limited.



Anna Kovarik
Company Secretary
14 October 2019

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide Securityholders with sufficient information to assess the merits of the resolutions and the business to be conducted at the AGM. You should read the Explanatory Notes in full before making any decisions in relation to the resolutions.

Item 1: Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires the Financial Report (which includes the Directors' Declaration, Directors' Report and Auditor's Report (**Reports**)) to be received and considered at the AGM.

Neither the Corporations Act nor the Company's constitution requires Securityholders to vote on such Reports. Securityholders will, however, be given a reasonable opportunity to ask questions about the Reports at the AGM. A reasonable opportunity will also be given to Securityholders to ask the auditor questions relevant to the conduct of the audit and the preparation and contents of the Auditor's Report.

The Company's 2019 Annual Report is available for Securityholders to access and download from the Company's website at www.centuria.com.au. If you would like to receive a hard copy of the Annual Report, please contact Boardroom on 1800 182 257 (within Australia) or +61 2 9290 9689 (outside Australia). Securityholders who have specifically requested a hard copy of the 2019 Annual Report will receive it by mail.

Item 2: Remuneration Report

Securityholders are asked to consider adopting the Company's Remuneration Report. The Remuneration Report contains prescribed information regarding remuneration, is set out in the 2019 Annual Report and is also available from the Company's website (www.centuria.com.au).

The Remuneration Report outlines the Company's remuneration arrangements for Directors, the Group Joint CEOs and for certain company executives for the financial year ended 30 June 2019. A reasonable opportunity for discussion of the Remuneration Report will be provided at the AGM.

Securityholders will be requested to vote on the Remuneration Report. However, the Securityholder vote is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

Under the Corporations Act, if 25% or more of votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be asked to vote at the second of those AGMs on a "spill" resolution. If that "spill" resolution is passed, another meeting of Securityholders must be held within 90 days and all of the Company's Directors (other than the Managing Director and the Chief Executive Officer) are removed from office immediately prior to meeting and must stand for re-election.

Recommendation

The Directors do not consider it appropriate to give a recommendation on this proposed resolution as it relates to their remuneration.

Item 3: Re-election of Mr John Slater as a Director of the Company

In accordance with the terms of the Company's constitution, Mr John Slater retires by rotation at the close of the AGM and, being eligible, offers himself for re-election as a Director.

Mr John Slater's details are as follows:

John was appointed to the Board in May 2013 having been an adviser to the Centuria Life Friendly Society Investment Committees since 2011.

John was a senior executive in the KPMG Financial Services practice from 1989 to 1999 and acted as State Director of the Brisbane practice. He has also served on the Investment

Committees of KPMG Financial Services, Berkley Group and Byron Capital.

In 2008 John founded boutique Financial Advisory firm Riviera Capital and has a wealth of financial services experience.

John is a member of the Audit, Risk Management and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors unanimously support the re-election of Mr John Slater as a Director of the Company and recommend that Securityholders vote in favour of this resolution. Mr John Slater abstained from participating in any consideration by the Directors on his re-election.

Item 4: Re-election of Mr Jason Huljich as a Director of the Company

In accordance with the terms of the Company's constitution, Mr Jason Huljich retires by rotation at the close of the AGM and, being eligible, offers himself for re-election as a Director.

Mr Jason Huljich's details are as follows:

Jason is the Joint CEO and has been with Centuria since its formation in 1999. He has extensive experience in the commercial property sector with specialist skills in property investment and funds management. He is a past President of the Property Funds Association (PFA) and currently sits on the National Executive Committee. The PFA is the peak industry body representing the \$125 billion direct property investment industry.

Jason is an Executive Director of Centuria Capital and was appointed Joint CEO in 2019. He is responsible for Centuria's listed and unlisted property funds management divisions, Centuria Property Services, property transactions, development and wholesale property funds management.

Jason holds a Bachelor of Commerce (Commercial Law) from the University of Auckland, New Zealand.

Recommendation

The Directors unanimously support the re-election of Mr Jason Huljich as a Director of the Company and recommend that Securityholders vote in favour of this resolution. Mr Jason Huljich abstained from participating in any consideration by the Directors on his re-election.

Item 5: Approval of the Centuria Capital Group Executive Incentive Plan

Approval is sought pursuant to the ASX Listing Rules and the Corporations Act to the terms of the Group's Executive Incentive Plan (**Plan**) and for the issue of Securities under the Plan for a three year period.

The terms of the Group's Plan were approved at the AGM held in 2016 (**2016 AGM**) and have not changed since that annual general meeting. Given that approximately 3 years has expired since the date of the 2016 AGM, the Group is re-seeking the approval of Securityholders to the terms of the Plan and the issue of securities under the Plan for a further three year period.

Key terms

A summary of the key terms of the Plan are set out below.

Term	Detail
Purpose	The Plan will operate to allow the Board to grant awards in the form of Performance Rights for the purpose of equity awards as part of the long-term incentive component of remuneration, as determined by the Board from time to time.

Term	Detail
Performance Rights	<p>Each Performance Right is a right to acquire one ordinary Security in the Group (or an equivalent cash amount) upon satisfaction of the vesting conditions, as determined by the Board.</p> <p>Each grant will specify the minimum and maximum number of value of Securities in the Group that the participant may receive if the vesting conditions are satisfied.</p>
Security	<p>A Security is a stapled security in the Centuria Capital Group, comprising one fully paid ordinary share in Centuria Capital Limited and one unit in Centuria Capital Fund.</p>
Eligible Participants	<p>The Board may grant Performance Rights to Executive Directors, and other employees of the Group in senior management roles, who have the capacity to have an impact on the long term performance of the Group.</p>
Vesting conditions	<p>The Board may determine vesting conditions, which may include performance and/or service conditions that must be satisfied before the Performance Rights vest.</p> <p>The vesting conditions will be measured and tested over a period determined by the Board.</p>
Other terms	<p>The Board may determine the terms of the Performance Rights, including whether Performance Rights must be exercised in order to be allocated Securities, whether any price is payable for the grant or upon exercise, and any other lapsing conditions.</p>
Entitlements	<p>Performance Rights do not carry any dividend or voting rights.</p> <p>Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Allocation of Securities upon vesting	<p>The Centuria Capital Group may issue new Securities or procure the acquisition of Securities on-market to satisfy vested Performance Rights.</p> <p>The Centuria Capital Group may operate an employee security trust to acquire, hold or provide Securities for the purposes of the Plan.</p> <p>No trading restrictions will be imposed on Securities allocated following vesting, unless the Board determines otherwise.</p>
Cessation of employment	<p>Where a participant ceases employment with the Centuria Capital Group prior to Performance Rights vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation, termination for cause or gross misconduct, all unvested Performance Rights will lapse at cessation.</p> <p>Subject to the Board's discretion to apply a different treatment (in accordance with the Plan Rules, as set out below), where a participant ceases employment for any other reason prior to Performance Rights vesting, unvested Performance Rights will</p>

Term	Detail
	<p>continue to exist until the end of the original performance period and vest to the extent that the relevant performance hurdles have been satisfied.</p> <p>The Plan Rules provide the Board with discretion to determine, either at the time of making the grant or at the time of cessation, that a different treatment applies to a participant who ceases employment in appropriate circumstances. Such treatment may include that a pro-rata number of unvested Performance Rights (based on the performance period that has elapsed at the time of cessation), will either vest at cessation or continue to exist until the end of the original performance period and vest to the extent that the relevant performance hurdles have been satisfied.</p>
Change of control	<p>Where a change of control event occurs, the Board has a discretion to determine whether any unvested Performance Rights should ultimately vest, lapse or become subject to different vesting conditions.</p> <p>In making such a determination, the Board may have regard to any factors that the Board considers relevant, including the period elapsed, the extent to which the vesting conditions have been satisfied and the circumstances of the event.</p>
Fraud, dishonesty and clawback	<p>In the event of fraud, dishonesty or material misstatement of financial statements, the Board may make a determination, including lapsing unvested Performance Rights or 'clawing back' Securities allocated upon vesting, to ensure that no unfair benefit is obtained by a participant.</p>
Adjustment of awards	<p>The Board has discretion to adjust the number of Performance Rights in the event of a variation of capital to ensure participants do not enjoy a windfall gain or suffer a material detriment as a result of the variation.</p>
Administration of Plan	<p>The Plan may be administered either by the Board or an external party, including using a trust to acquire, hold, or provide Securities to satisfy the awards.</p> <p>The Board is given the power to make all required determinations under the Plan and to waive or modify the application of the terms of the Plan and the Performance Rights under it as it considers appropriate.</p>

A copy of the Plan Rules is available for inspection at the Company's registered office during normal business hours. The Plan Rules were also released to the market on the ASX announcements platform on 12 October 2016.

Approval is also sought in relation to the future issue of securities under the Plan.

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue equity securities that total more than 15% of its fully paid ordinary securities in a 12 month period without Securityholder approval (**15% Rule**).

Under Listing Rule 7.2, Securityholders may approve the issue of equity securities under an employee incentive scheme as an exception to the 15% Rule. If such approval is obtained, any Performance Rights granted under the Plan (and Securities allocated upon vesting of those Performance Rights) would not be counted towards the Group's capacity to issue Securities under the 15% Rule.

This approval continues for three years, at which time it must be renewed, or it will expire. In the absence of such an approval, issues of Securities under the Plan may still be made, but must fall within the 15% Rule at the time of issue.

In the Board's opinion, the resolution will assist the Group in managing its capital requirements efficiently by ensuring that the 15% limit is not diminished by issues under the Plan and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

Since the date of the 2016 AGM, the following securities have been issued under the Plan:

- 6,285,574 Performance Rights; and
- 3,975,175 Securities, as a result of the vesting of Tranche 2, 3 and 4 Performance Rights.

Tranche	Grant Date	Performance Period	Performance Rights issued	Securities issued
Tranche 2	1 February 2015	1 July 2014 to 30 June 2017	n/a	816,501
Tranche 3	1 February 2016	1 July 2015 to 30 June 2018	n/a	1,629,244
Tranche 4	1 January 2017	1 July 2016 to 30 June 2019	1,835,393	1,529,430
Tranche 5	1 November 2017	1 July 2017 to 30 June 2020	2,113,780	n/a
Tranche 6	1 February 2019	1 July 2018 to 30 June 2021	2,336,401	n/a
Total			6,285,574	3,975,175

Separate Securityholder approval is being sought for the grant of Performance Rights to the Executive Directors (see Explanatory Notes for Item 6 below).

A voting exclusion statement, applicable to Item 5, is set out in the Notice of Meeting.

Recommendation

The Directors (other than Mr John McBain and Mr Jason Huljich who are to participate in the Plan) unanimously support the resolution in Item 5 and recommend that Securityholders vote in favour of the resolution.

Item 6: Grant of Tranche 7 Performance Rights under the Executive Incentive Plan to Mr John McBain and Mr Jason Huljich

This relates to the Securityholder approval which is being sought for the grant of new performance rights under the Group Executive Incentive Plan to Mr John McBain and Mr Jason Huljich, with a performance period from 1 July 2019 to 30 June 2022 (**Tranche 7 Performance Rights**).

Overview of Performance Rights granted under the long term incentive (LTI) component of the remuneration for the Executive Directors

The Executive Incentive Plan (**Plan**) forms a key element of the Centuria Capital Group's incentive and retention strategy for senior executives. The primary objectives of the Nomination and Remuneration Committee and the Board in setting remuneration for the executive Directors and providing them with equity based LTIs under the Plan for the 2020, 2021 and 2022 financial years are to:

- focus the executive Directors on the long term performance of the Centuria Capital Group and creation of securityholder value;
- ensure the executive Directors' remuneration outcomes are aligned with Securityholder interests; and
- ensure the executive Directors' remuneration is competitive and aligned with general market practice of ASX-listed companies.

It is proposed that the following two executive Directors (**Executive Directors**) be granted performance rights as the LTI component of their remuneration under the terms of the Plan:

- Mr John McBain, Group Joint CEO; and
- Mr Jason Huljich, Group Joint CEO.

Each Executive Director will be entitled to receive an LTI grant, based on a specified percentage of their total fixed remuneration in the form of performance rights, which are subject to performance conditions (**Performance Rights**). A summary of the key terms of the LTI grant is set out below.

Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires Securityholder approval in order for a Director to be issued Equity Securities in the Group.

Accordingly, Securityholders are asked to approve the grant of Performance Rights to the Executive Directors on the terms and conditions set out below.

Key terms of the Performance Rights

<p>Details of the proposed LTI grant</p>	<p>The proposed FY2020 grant for:</p> <ul style="list-style-type: none"> • Mr McBain is 750,000 Performance Rights over Securities in the Group; and • Mr Huljich is 750,000 Performance Rights over Securities in the Group. <p>The grants represent the LTI component of their respective remuneration packages (LTI Grant).</p> <p>The maximum number of Performance Rights has been calculated based on 100% of the total fixed remuneration for Mr McBain and 100% of the total fixed remuneration for Mr Huljich. The value of the LTI Grant has then been divided by the volume weighted average price of the Company's shares over the five ASX Trading Days immediately preceding 1 July 2019, being the date of the commencement of the performance rights period. That volume weighted average price was \$1.80 per Security.</p>
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Entitlements	<p>Each Performance Right is a right to acquire one Security in the Group (or an equivalent cash amount), subject to the achievement of the “performance hurdles” set out below.</p> <p>Performance Rights do not carry any dividend or voting rights.</p> <p>Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>								
Date of grant	<p>If Securityholder approval is obtained, the Performance Rights will be granted to the Executive Directors as soon as practicable after the AGM, but in any event, within 12 months of the AGM.</p>								
Performance hurdles	<p>The Performance Rights will be divided into two tranches (or parts) which have separate performance hurdles.</p> <p>Of the total LTI Grant to an Executive Director, the proportion of the Performance Rights subject to the performance hurdles will be:</p> <table border="0" data-bbox="411 792 1473 898"> <tr> <td>• FUM Growth Hurdle</td> <td style="text-align: right;">25%</td> </tr> <tr> <td>• Total Securityholder Return (TSR) Hurdle</td> <td style="text-align: right;">75%</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">100%</td> </tr> </table> <p>The calculation of these two performance hurdles is discussed below.</p>	• FUM Growth Hurdle	25%	• Total Securityholder Return (TSR) Hurdle	75%	Total	100%		
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• Total Securityholder Return (TSR) Hurdle	75%								
Total	100%								
1. FUM Growth Hurdle (25% of LTI Grant)	<p>25% of the Performance Rights will be subject to the Group growing its property and friendly society funds under management (FUM Growth Hurdle).</p> <p>Funds Under Management (FUM) consists of total FUM in the direct property, listed property and life businesses.</p> <p>The calculation of FUM under this hurdle will be adjusted if there is a major transaction.</p> <p>Of the 25% of the Performance Rights subject to the FUM Growth Hurdle, the proportion that will vest, if any, will be determined by reference to the annual compound growth in FUM achieved over the Performance Period compared to the targets, as follows:</p> <table border="1" data-bbox="411 1384 1481 1731"> <thead> <tr> <th data-bbox="411 1384 850 1514">Annual compound growth in FUM over the Performance Period</th> <th data-bbox="858 1384 1481 1514">Performance Rights subject to FUM Growth Hurdle that vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="411 1518 850 1581">25% or greater</td> <td data-bbox="858 1518 1481 1581">100%</td> </tr> <tr> <td data-bbox="411 1585 850 1682">Between 10% and 25%</td> <td data-bbox="858 1585 1481 1682">Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)</td> </tr> <tr> <td data-bbox="411 1686 850 1731">Less than 10%</td> <td data-bbox="858 1686 1481 1731">0%</td> </tr> </tbody> </table>	Annual compound growth in FUM over the Performance Period	Performance Rights subject to FUM Growth Hurdle that vest	25% or greater	100%	Between 10% and 25%	Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)	Less than 10%	0%
Annual compound growth in FUM over the Performance Period	Performance Rights subject to FUM Growth Hurdle that vest								
25% or greater	100%								
Between 10% and 25%	Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)								
Less than 10%	0%								

<p>2. TSR Hurdle (75% of LTI Grant)</p>	<p>75% of the Performance Rights will be subject to a total Securityholder return hurdle (TSR hurdle). The total Security return (TSR) is the return Securityholders would earn if they held a notional number of Securities over a period of time.</p> <p>TSR measures the growth in the Group's Security price together with the value of dividends and distributions during a period, assuming that dividends and distributions delivered during the period are re-invested into new Securities.</p> <p>Of the 75% of the Performance Rights subject to the TSR Hurdle, the proportion that will vest, if any, will be determined by reference to the annual absolute TSR achieved over the Performance Period compared to the targets, as follows:</p> <table border="1" data-bbox="406 577 1505 913"> <thead> <tr> <th data-bbox="406 577 911 678">Annual absolute TSR achieved over the Performance Period</th> <th data-bbox="911 577 1505 678">Performance Rights subject to TSR Hurdle that vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="406 678 911 745">20% or greater</td> <td data-bbox="911 678 1505 745">100%</td> </tr> <tr> <td data-bbox="406 745 911 846">Between 10% and 20%</td> <td data-bbox="911 745 1505 846">Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)</td> </tr> <tr> <td data-bbox="406 846 911 913">Less than 10%</td> <td data-bbox="911 846 1505 913">0%</td> </tr> </tbody> </table>	Annual absolute TSR achieved over the Performance Period	Performance Rights subject to TSR Hurdle that vest	20% or greater	100%	Between 10% and 20%	Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)	Less than 10%	0%
Annual absolute TSR achieved over the Performance Period	Performance Rights subject to TSR Hurdle that vest								
20% or greater	100%								
Between 10% and 20%	Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis)								
Less than 10%	0%								
<p>Performance Period and vesting</p>	<p>The Performance Period is 3 years, commencing on 1 July 2019 and ending on 30 June 2022.</p> <p>Following the end of the Performance Period, the performance hurdles will be tested and the Board will determine the extent to which the Performance Rights will vest.</p> <p>Any Performance Rights that do not vest following testing of the performance hurdles at the end of the Performance Period will lapse.</p>								
<p>Allocation of Securities upon vesting</p>	<p>Following testing of the applicable performance hurdles, one fully paid Security in the Group will be allocated in relation to each Performance Right which vests.</p> <p>The Group's obligation to allocate Securities on vesting may be satisfied by issuing new Securities, acquiring Securities on market or transferring Securities from an employee security trust or an equivalent cash payment.</p>								
<p>Trading restrictions</p>	<p>Securities allocated on the vesting of Performance Rights will not be subject to any further trading restrictions, subject to complying with the Group's Security Trading Policy.</p>								
<p>Price payable for Securities</p>	<p>No amount will be payable in respect of the allocation of Performance Rights, nor in respect of any Securities granted upon vesting of the Performance Rights.</p>								

<p>Cessation of employment</p>	<p>If an Executive Director ceases to be employed by the Group before the end of the Performance Period, whether the Performance Rights lapse will depend on the circumstances of cessation.</p> <p>If an Executive Director ceases employment due to resignation, termination for cause or termination for gross misconduct, all unvested Performance Rights will lapse at cessation unless the Board determines otherwise.</p> <p>If an Executive Director ceases employment for any other reason prior to Performance Rights vesting, a pro-rata number of unvested Performance Rights (based on the Performance Period that has elapsed at the time of cessation) will remain unvested until the end of the original Performance Period and vest to the extent that the relevant performance hurdles have been satisfied at any time. The balance of Performance Rights will lapse at cessation.</p>
<p>Other relevant information</p>	<p>No other Director of the Group is eligible to participate in the Plan or any other employee incentive scheme of the Group.</p> <p>To date, under the Plan, 3,153,347 Performance Rights have been granted to Mr McBain and 2,008,985 Performance Rights have been granted to Mr Huljich.</p> <p>The following Performance Rights have vested:</p> <ul style="list-style-type: none"> • 1,931,236 Performance Rights granted to Mr McBain; and • 1,137,685 Performance Rights granted to Mr Huljich. <p>The following Performance Rights have lapsed:</p> <ul style="list-style-type: none"> • 80,765 Performance Rights granted to Mr McBain; and • 49,679 Performance Rights granted to Mr Huljich. <p>Since the date of the 2018 annual general meeting, the following Performance Rights, with a Performance Period being 1 July 2016 to 30 June 2019, vested:</p> <ul style="list-style-type: none"> • 511,364 Performance Rights to Mr McBain; and • 256,250 Performance Rights to Mr Huljich. <p>The terms of the Plan do not require entry into any loan or provision of financial assistance between the Group and the relevant Director in relation to the acquisition of any Performance Rights or Securities in the Group.</p>

Recommendation

The Directors (other than the Executive Directors) unanimously support the resolutions in Item 6 and recommend that Securityholders vote in favour of each of these resolutions. The Executive Directors abstained from participating in any consideration by the Directors of the resolutions relating to the grant of Performance Rights under the Plan.

Item 7. Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

Purpose of the Resolution

Listing Rule 7.1 operates to limit the number of Equity Securities that may be issued or agreed to be issued by the Group 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. Under Listing Rule 7.4, an issue of any Equity Securities without approval under Listing Rule 7.1 may be treated as having been made with Securityholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary Securities subsequently approve it.

Approval is being sought under the Resolution for the issue of 47,691,129 Securities pursuant to the institutional placement announced to the ASX on 18 September 2019 (**Placement**).

The purpose of this Resolution is to refresh the Group's placement capacity to issue, or agree to issue Securities under Listing Rule 7.1 and to provide the Group with the maximum flexibility as to how it manages its future capital requirements, especially having regard to its current growth strategy.

Accordingly, approval is sought for the purposes of Listing Rule 7.4 to ratify the issue of Securities made under the Placement.

Background on the Placement

Information regarding the Placement and the use of the funds raised was made available in an investor presentation and retail offer booklet that were provided to Securityholders and are available on the ASX's announcement platform.

Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed approval of the Placement:

Number of securities issued for which approval is sought	47,691,129 Securities
Issue price of securities	\$2.10 per Security
Terms of the securities	The Securities will be issued on the same terms as existing Securities on issue.
Names of the persons to whom the Group issued the Securities or the basis on which those persons were determined	The Securities will be issued pursuant to an institutional placement to existing and new institutional investors.
Use of funds	<p>The Group announced on 19 September 2019 that it had successfully completed the fully underwritten institutional placement which was announced on 18 September 2019, raising \$100 million at an issue price of \$2.10 per Security.</p> <p>On 18 September 2019, the Group announced that the Placement will be to support:</p> <ul style="list-style-type: none"> • co-investment in Centuria Metropolitan REIT (CMA) in its \$380.5 million acquisition of two A-grade office properties in fringe CBD locations in Sydney and Perth (Acquisition); and • increased working capital to support capital management initiatives. <p>To fund the Acquisition, CMA will undertake a \$273 million equity raising and draw new debt. The Group will commit \$37.5 million to the CMA equity raising of which \$30 million will be via conditional placement which is subject to CMA unitholder approval.</p>

Recommendation

The Directors unanimously recommend that Securityholders vote in favour of the resolution in Item 7. The Directors intend to vote their Securities in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution in Item 7.

Glossary

In this Notice of Meeting (including the Explanatory Notes):

AEDT	means Australian Eastern Daylight Time.
AGM or Annual General Meeting	means the annual general meeting of the shareholders of the Company which will be held in conjunction with a general meeting of unitholders of the Fund (as adjourned from time to time) on 14 November 2019.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of directors of the Company or the Centuria Funds Management Limited, as the context requires.
Centuria Capital Group or Group	means the stapled group comprising Centuria Capital Limited ACN 095 454 336, Centuria Capital Fund ARSN 613 856 358 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity for Centuria Capital Fund and the controlled entities of Centuria Capital Limited and Centuria Capital Fund (including their subsidiaries).
Chairperson or Chairman	means the chairperson of the Group, currently Mr Charny.
Company	means Centuria Capital Limited ACN 095 454 336.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company or the Centuria Funds Management Limited, as the context requires.
Equity Securities	has the same meaning as given in the Listing Rules.
Fund	means Centuria Capital Fund ARSN 613 856 358.
Group	has the same meaning as Centuria Capital Group.
KMP or "key management personnel"	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 Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.
Listing Rules	means the listing rules of the ASX.
Notice of Meeting	means this Notice of Meeting.
Non-Executive Directors	means, as at the date of this Notice of Meeting, Garry Charny, Peter Done, John Slater, Susan Wheeldon-Steele and Nicholas Collishaw.
Plan	means the executive incentive plan of the Group.
Security	means a fully paid ordinary share in the Company stapled to a fully paid ordinary unit in the Fund.
Securityholder	means a holder of a Security.
Trading Days	means a day determined by the ASX to be a trading day in accordance with the Listing Rules.

Questions and comments

You may wish to give advance notice of any question(s) you would like to have considered at the forthcoming Annual General Meeting. If so, please detach and return this slip to Centuria Capital Group at Level 41, Chifley Tower, 2 Chifley Square, Sydney NSW 2000. We will do our best to answer as many questions as possible at the Annual General Meeting. Any written questions for the auditor should be given to the Company no later than a week before the AGM. We will pass on questions to the auditor as soon as practicable after receipt. Please attach extra pages if necessary.

Name:

Address:

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1. for Chairperson

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2. for Auditor

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All Correspondence to:

- ✉ **By Mail** Centuria Capital Group
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.CenturiaInvestor.com.au
- ☎ **By Phone:** (within Australia) 1800 182 257
(outside Australia) +61 2 9290 9689

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 12 November 2019**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/cniagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday 12 November 2019**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/cniagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Centuria Capital Group
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Centuria Capital Group

Consisting of:
Centuria Capital Limited ACN 095 454 336
Centuria Capital Fund ARSN 613 856 358

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Centuria Capital Group** (Group) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of Centuria Capital Group to be held at the **Sofitel Sydney Wentworth, Hobart Room, Lobby Level, 61-101 Phillip Street Sydney NSW 2000 on Thursday 14 November 2019 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 2, 5 & 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Items 2, 5 & 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 2, 5 & 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr John Slater (in respect of the Company only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director – Mr Jason Huljich (in respect of the Company only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the Centuria Capital Group Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Grant of Tranche 7 Performance Rights under the Executive Incentive Plan to Mr John McBain and Mr Jason Huljich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019

Centuria Capital Group

Consisting of:
Centuria Capital Limited ABN 22 095 454 336
and Centuria Capital Fund ARSN 613 856 358

Level 12
225 George Street
Sydney NSW 2000

GPO Box 3993
Sydney NSW 2001

P: 1800 182 257 or 02 9290 9689
F: 02 9279 0664
CNI.Enquiry@CenturiaInvestor.com.au
centuria.com.au