Centuria



Centuria
Capital Group

# Notice of 2026 Annual General Meeting

# Chairman's letter

27 October 2026

Dear Securityholder,

I am pleased to invite you to the 2026 Annual General Meeting (**AGM**) of Centuria Capital Group (ASX:CNI) which is to be held as follows:

| | |
|---|---|
| **Date:** | Friday, 27 November 2026 |
| **Time:** | 11:00am (AEDT) |
| **Location:** | Museum of Sydney, Warrane Theatre<br>Corner of Bridge Street and Phillip Street, Sydney NSW 2000 |

If you would like to attend the AGM, registration will commence at 10:00am (AEDT) and light refreshments will be available before the meeting. To assist with the registration process, please bring the enclosed Proxy Form with you.

For those that are unable to attend the meeting, a live webcast will be made available.

The following documents are enclosed with this letter:

- Notice of Meeting including:
  - Items of business;
  - Explanatory Notes;
- Proxy Form; and
- a copy of the CNI 2026 Annual Report (if requested).

The Annual Report is also available on the Centuria website **centuria.com.au**.

Even if you plan to attend and vote at the meeting, we encourage you to submit your votes in advance of the AGM (along with any questions) so that your votes are still counted if for any reason you cannot vote on the day. You can vote in advance by direct voting or by the appointment of a proxy.

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

Yours sincerely,



**Kristie Brown**

Chairman







MOORA ALMOND ORCHARD, HILLSTON NSW

# AGM webcast

These instructions are designed to provide Securityholders with information that is required to view the AGM live webcast (audio and presentation only).

Securityholders will not be able to vote via the AGM webcast and must therefore ensure that all votes and proxy appointments are submitted before the relevant deadlines prior to the AGM. Securityholders will be able to ask questions via the AGM webcast during the AGM. Questions may be submitted in writing using the Q&A function and will be read out during the time allocated by the Chairperson for questions.

## To view the live webcast

### You will need

A computer, tablet or mobile device with internet access – please note that a desktop or laptop computer will provide the most optimal viewing experience.

Access link – **https://surl.ms/LU7**

### Before the AGM

Ensure your internet browser is compatible with the AGM webcast platform.

### On the day of the AGM

Go to **https://surl.ms/LU7** to access the AGM webcast platform.





## Voting

Please read this Notice of Meeting in full before voting or appointing a proxy.

### Before the AGM

You can vote or appoint a proxy online at **votingonline.com.au/cniagm2026**.

If you have received this Notice of Meeting by email, you can vote or appoint a proxy online using the personalised voting instructions included in the email.

Please note, if you are voting or appointing a proxy online or by mail, your directions must be received by Boardroom (CNI's registry) no later than **11:00am (AEDT) on Wednesday, 25 November 2026** to be valid.

### After the AGM

The voting results will be made available on the ASX Market Announcements Platform and the Centuria website at **centuria.com.au/centuria-capital/shareholder-centre/agm/** shortly after the conclusion of the AGM.

## To ask questions

### Before the AGM

Ask the Board

Select the 'Ask the Board' option when voting or appointing a proxy online at **votingonline.com.au/cniagm2026** (see instructions above), or email your question to the Company Secretary at **anna.kovarik@centuria.com.au**.

If you are submitting a written question relating to the Auditor's Report and the conduct of the audit before the AGM, please ensure that your question is received by **Friday, 20 November 2026.**

If you wish to submit questions other than in person or via the live webcast at the AGM, please ensure that they are received by **11:00am (AEDT) on Wednesday, 25 November 2026.**

### At the AGM

In order to ask a question in person during the AGM, please follow the instructions from the Chairperson.

Securityholders joining the AGM via the live webcast may ask questions in writing during the AGM using the Q&A function. Written questions will be read out during the time allocated by the Chairperson for questions.

The Chairperson will provide Securityholders with a reasonable opportunity to ask relevant questions or make relevant comments as each Item of business is considered.

Please refer to page 13 for further information on submitting questions.

# Notice of 2026 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
- the Annual General Meeting of the unitholders of Centuria Capital Fund ARSN 613 856 358 (**Fund**),

(together, the **AGM**) will be held concurrently, on Friday, 27 November 2026 at 11:00am (AEDT).

Securityholders can attend in person at the Museum of Sydney, Warrane Theatre, corner of Bridge Street and Phillip Street, Sydney NSW 2000, or view the AGM via the online live webcast. Information on how to view the meeting online is set out in this Notice of Meeting.

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

Please see the 'Voting instructions' section of this Notice of Meeting for more instructions.

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.








UNLISTED: 55–67 DANDENONG ROAD, DANDENONG VIC

# 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, Directors' Report and Auditor's Report of the Company for the Financial Year ended 30 June 2026.

## 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 2026 be adopted."*

Please note that the vote on this resolution is advisory only and it does not bind the Directors or the Company. Voting exclusions apply to this proposed resolution (as described on page 10).

## Item 3. Re-election of Director – Ms Kristie Brown (in respect of the Company only)

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

*"That Ms Kristie Brown be re-elected as a Director of the Company."*

## Item 4. Grant of Tranche 14 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr Jason Huljich

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

*"Approval be given for all purposes (including ASX Listing Rule 10.14) for the issue of Tranche 14 Performance Rights to Mr Jason Huljich (and the issue of Equity Securities on their exercise) under the Centuria Capital Group Executive Incentive Plan on the terms and conditions summarised in the Explanatory Notes."*

Voting exclusions apply to this proposed resolution (as described on page 10).

## Item 5. 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 100,000,000 Securities at an issue price of $2.00 per Security issued on 1 July 2026 pursuant to an institutional placement as announced to the ASX on 22 June 2026 and summarised in the Explanatory Notes."*

Voting exclusions apply to this proposed resolution (as described on page 10).

## Item 6. Amendments to constitution of the Company (in respect of the Company only)

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

*"That for the purposes of section 136(2) of the Corporations Act, and for all other purposes, the constitution of the Company be amended as set out in the document tabled at the AGM and signed by the Chairperson for identification, the amendments being summarised in the Explanatory Notes."*

This is a special resolution and will be passed if at least 75% of the votes cast by Securityholders entitled to vote on the resolution are cast in favour of it.

## Item 7. Amendments to constitution of the Fund (in respect of the Fund only)

To consider and, if thought fit, to pass the following resolution as a special resolution of the Fund:

*"That for the purposes of section 601GC(1)(a) of the Corporations Act, and for all other purposes, the constitution of the Fund be amended in accordance with the provisions of the Supplemental Deed in the form tabled at the AGM and signed by the Chairperson for identification, the amendments being summarised in the Explanatory Notes."*

This is a special resolution and will be passed if at least 75% of the votes cast by Securityholders entitled to vote on the resolution are cast in favour of it.







60 BROUGHAM STREET, GEELONG VIC

# Voting exclusions statements

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

## Voting exclusion: Item 2. Remuneration Report

For 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 2026 and the closely related parties of the KMP, 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 and the closely related parties of the KMP,

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 on how to vote as set out in the Proxy Form; or
- by the Chairperson 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 4. Grant of Tranche 14 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr Jason Huljich

For the resolution set out in Item 4, in accordance with the Corporations Act and the ASX Listing Rules, the Group will disregard any votes cast:

- by a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTI Plan or an associate of that person or those persons; or
- as a proxy by a member of the KMP at the date of the AGM or their closely related parties.

However, this does not apply to a vote cast in favour of the resolution set out in Item 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting exclusion: Item 5. Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

Pursuant to section 253E of the Corporations Act, CFML (the responsible entity of the Fund) and its associates are not entitled to vote the Securities held by them if they have an interest in the resolution set out in Item 5 other than as a member. As far as CFML is aware, neither it nor any of its associates have an interest in the resolution set out in Item 5 other than as a Securityholder.

In addition, the Group will disregard any votes cast in favour of the resolution set out in Item 5 by or on behalf of:

- a person who participated in the issue of Securities referred to in the resolution set out in Item 5 (or is a counterparty to the agreement being approved); or
- an associate of the persons named above.

However, the Group need not disregard a vote cast in favour of the resolution set out in Item 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions on the proxy form or given to the attorney;
- the Chairperson as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.








24-32 STANLEY DRIVE, SOMERTON VIC

# Voting instructions

## Voting entitlement

The Directors of the Company and CFML have determined that persons holding Securities at **7:00pm (AEDT) on Wednesday, 25 November 2026** will, for the purposes of determining voting entitlements at the AGM, be taken to be the Securityholders of the Group.

## Resolutions will be by poll

The Board considers voting by poll to be in the best interests of the Securityholders as a whole as it ensures the views of as many Securityholders as possible are represented at the AGM. Accordingly, all resolutions will be voted on by a poll.

## Proxies and authorised representatives

Securityholders have the right to appoint a proxy to attend the AGM and vote for them. Securityholders are encouraged to complete a Proxy Form to appoint the Chairperson of the AGM as their proxy and to provide specific instructions on how the Securityholder's vote is to be exercised on each Item of business. The Chairperson must follow your voting instructions. If a person other than the Chairperson is appointed as proxy for the AGM, the proxy will revert to the Chairperson if the appointed proxy holder does not attend the AGM or does not vote as directed. The proxy does not have to be a Securityholder.

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 the AGM; 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 Company 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.

If you received this Notice of Meeting by mail, 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 **11:00am (AEDT) on Wednesday, 25 November 2026).**

Proxies may be returned to Boardroom as follows:

### Online at:

**votingonline.com.au/cniagm2026**

### By mail:

Centuria Capital Group
C/-Boardroom Pty Limited
GPO Box 3993, Sydney NSW 2001 Australia
(a reply-paid envelope is enclosed if you have received this Notice of Meeting by mail).

### In person:

Centuria Capital Group
C/-Boardroom Pty Limited
Level 8, 210 George Street, Sydney NSW 2000

## Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Item by marking "For", "Against" or "Abstain" for each Item on the Proxy Form. If in respect of any of the Items 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 Items 2 and 4 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, dependent and certain other close family members, as well as any companies controlled by the KMP.

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 they see fit in respect of the relevant resolution, including the resolutions in Items 2 and 4 which relate to the remuneration of a member of the KMP.

**The Chairperson of the AGM intends to vote all available undirected proxies in favour of all resolutions.**

## Submitting questions

Securityholders are encouraged to submit questions in advance of the AGM to the Group. Questions in advance of the AGM must be submitted by emailing the Company Secretary at **anna.kovarik@centuria.com.au** or by selecting the 'Ask the Board' option when voting or appointing a proxy online at **votingonline.com.au/cniagm2026.**

If you are submitting a written question relating to the Auditor's Report and the conduct of the audit before the AGM, please ensure that it is received by **Friday, 20 November 2026**. If you are submitting another type of question or comment before the AGM, please ensure it is received by **11:00am (AEDT) on Wednesday, 25 November 2026.**

The Chairperson will allow Securityholders the opportunity to ask questions during the AGM on the formal Items of business.

In order to ask a question in person during the AGM, please follow the instructions from the Chairperson.

Securityholders joining the AGM via the live webcast may ask questions in writing during the AGM using the Q&A function. Written questions will be read out during the time allocated by the Chairperson for questions.

The Chairperson will provide Securityholders with a reasonable opportunity to ask relevant questions or make relevant comments as each Item of business is considered.

The Chairperson will attempt to respond to all questions during the AGM. Depending on timing constraints, Securityholders may be limited to a maximum of two questions each (including any written questions submitted in advance of the AGM or during the AGM via the live webcast). In the interests of all participating Securityholders:

- please ensure that your question or comment relates to an Item of business. Unrelated questions that are received during the AGM will not be addressed by the Chairperson of the AGM during the AGM; and
- where similar questions are received from different Securityholders, the Chairperson of the AGM will provide a single response in order to streamline the conduct of the AGM.

## Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairperson has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chairperson will consider the number of Securityholders affected and the extent to which participation in the business of the AGM is affected. Where the Chairperson considers it appropriate, the Chairperson may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, Securityholders are encouraged to lodge a directed proxy or direct vote in advance of the AGM even if they plan to participate in the AGM.

## Appointment of Chairperson

The Chairman of the Board, Ms Kristie Brown, is to be the Chairperson of the AGM. Failing her, another person appointed by the Board will act as Chairperson of the AGM.

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

**Anna Kovarik**
Company Secretary

27 October 2026

# 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 these 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 Company's 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 that the approval of the Reports by the Securityholders be sought. 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 Centuria 2026 Annual Report is available for Securityholders to access and download from the Centuria website at **centuria.com.au/centuria-capital/investor-centre/**. If you would like to receive a hard copy of the Annual Report, please contact Boardroom on **1800 187 257** (within Australia) or **+61 2 9290 9600** (outside Australia). Securityholders who have specifically requested a hard copy of the 2026 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 the Company's remuneration arrangements for Directors and for certain company executives for the Financial Year ended 30 June 2026.

The Remuneration Report is set out in the 2026 Annual Report and is available from the Centuria website at **centuria.com.au/centuria-capital/investor-centre**.

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 Group CEO) are removed from office immediately prior to the 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.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution.





## Item 3. Re-election of Ms Kristie Brown as a Director of the Company

In accordance with clause 62 of the Company's constitution, Ms Kristie Brown retires by rotation at the close of the AGM and, being eligible, offers herself for re-election as a Director.

Ms Brown joined the CNI Board as an Independent Non-Executive Director in February 2021 and was appointed Chair in November 2024. She chairs CNI's Nomination and Remuneration Committee and is a member of CNI's Audit, Risk and Compliance Committee, Conflicts Committee and Culture and ESG Committee. She brings extensive experience across real estate investment, corporate law, funds management and mergers and acquisitions.

She is currently an Independent Non-Executive Director and Chair of GemLife Communities Group (ASX: GLF).

Ms Brown has a background in corporate law with more than 18 years' experience in funds management and mergers and acquisitions. She practiced at Clayton Utz and Ashurst (then Blake Dawson Waldron) and has extensive experience working with large corporations, fund managers, financial institutions, private equity and hedge fund operators, real estate investment trusts, developers and financiers. Following her legal career, she established Danube View Investments, a private investment business focused on the Australian property sector and was a founding partner of investment firm Couloir Capital.

She holds bachelor's degrees in Commerce and Law (Honours).

The Board considers that Ms Brown is an independent non-executive Director.

### Recommendation

The Directors (other than Ms Kristie Brown) unanimously support the re-election of Ms Brown as a Director of the Company and recommend that Securityholders vote in favour of this resolution. Ms Brown abstained from participating in any consideration by the Directors on her re-election.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution in Item 3.

## Item 4. Grant of Tranche 14 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr Jason Huljich

This Item of business relates to the Securityholder approval which is being sought for the grant of new Performance Rights under the Centuria Capital Group Executive Incentive Plan (**LTI Plan**) to Mr Jason Huljich, Executive Director and Joint CEO, with a performance period from 1 July 2026 to 30 June 2029 (**Tranche 14 Performance Rights**). Mr Huljich will assume the role of sole Group CEO on 27 November 2026, at the close of the AGM.

### Overview of Performance Rights granted under the long term incentive (LTI) component of the remuneration for Mr Jason Huljich.

The LTI Plan forms a key element of the Group's incentive and retention strategy for senior executives. It is proposed that Mr Jason Huljich will be granted Performance Rights as the LTI component of his remuneration under the terms of the LTI Plan.

The primary objectives of the Nomination & Remuneration Committee and the Board in setting remuneration for Mr Huljich and providing him with equity based LTIs under the LTI Plan for the 2027, 2028 and 2029 Financial Years are to:

- focus Mr Huljich on the long term performance of the Group to drive long term Securityholder value creation;
- ensure Mr Huljich's remuneration outcomes are aligned with Securityholder interests, in particular, the strategic goals and performance of the Group; and
- ensure Mr Huljich's remuneration is competitive and aligned with general market practice of ASX-listed entities.

The Board and the Committee believe that the best means of achieving these objectives is the granting of Performance Rights under the LTI Plan.

Mr Huljich will be entitled to receive an LTI grant, based on a specified percentage of his total fixed annual remuneration in the form of Performance Rights, which are subject to specific performance conditions.

Mr Huljich's current total fixed annual remuneration is $1,671,111, inclusive of superannuation contributions. In addition to the total fixed annual remuneration, Mr Huljich's total annual remuneration (excluding statutory leave entitlements) includes a maximum STI of 125%, and a maximum LTI of 150%, of the total fixed annual remuneration. Mr Huljich's total remuneration package potential for the 2027 Financial Year is not expected to exceed a maximum of $6,266,667.

After a comprehensive, market-based review of executive remuneration structures across peers, the Nomination and Remuneration Committee and the Board have approved a revised short-term (**STI**) and long-term (**LTI**) incentive framework for the Group. The central objective of the new framework is to further align management reward outcomes with value creation for Securityholders. This has been achieved through several key enhancements, including:

- a greater emphasis on financial performance within STI measures, with an increased weighting to EPS growth and the introduction of a new hurdle that rewards the successful delivery of major projects generating material financial benefits to the Group;
- updated benchmarking and performance criteria for awards linked to fund performance;
- the introduction of compound EPS growth as an additional LTI performance hurdle, with a reweighting of the Absolute and Relative TSR components to maintain balanced stretch and alignment; and
- an adjustment to the peer group used for assessing Relative TSR performance.

A summary of the key terms of the LTI Plan Rules is set out in Annexure A and a summary of the 2027 Financial Year LTI grants is set out below.

### Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires Securityholder approval for the issue of Equity Securities in the Group to a Director under an employee incentive scheme. The grant of the Performance Rights and issue of Securities on the vesting of any Performance Rights would constitute the issue of Equity Securities to Mr Jason Huljich and, accordingly, Securityholder approval is required.

Securityholders are asked to approve the grant of Performance Rights (and any subsequent issue of Securities) to Mr Huljich and a summary of the material terms of the Performance Rights is set out below.

## Recommendation

The Directors (other than Mr Jason Huljich) unanimously support the resolution in Item 4 and recommend that Securityholders vote in favour of the resolution in Item 4. Mr Huljich abstained from participating in any consideration by the Directors of the resolutions relating to the grant of Performance Rights under the LTI Plan.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution in Item 4.

If the issue of Performance Rights to Mr Huljich is not approved by Securityholders, the remuneration that would otherwise have been delivered as Performance Rights will be paid in cash, subject to the same terms and conditions as described above. If the issue of Performance Rights is approved, then the Board intends to grant the Performance Rights and issue Securities if they vest to Mr Huljich on the terms as disclosed in this Notice of Meeting.

| | |
|---|---|
| **Details of the proposed LTI grant** | The proposed grant under the LTI Plan for the Financial Year ended 30 June 2027 (**FY2027**) for Mr Jason Huljich is 1,257,862 Performance Rights over Securities.<br>The grant represents the LTI component of his remuneration package (**LTI Grant**).<br>Mr Huljich is a Director of Centuria Capital Limited and a Director of CFML, the responsible entity of the Fund, and Listing Rule 10.14.1 applies.<br>The maximum number of Performance Rights has been calculated based on 150% of the total fixed annual remuneration for Mr Huljich. The value of the LTI Grant has then been divided by the volume weighted average price of the Securities over the five ASX Trading Days immediately preceding 1 July 2026. That volume weighted average price was $1.993 per Security. |
| **Entitlements** | Each Performance Right is a right to acquire one Security (or an equivalent cash amount), subject to the achievement of the "performance hurdles" set out below.<br>Performance Rights:<br>• do not carry any dividend or voting rights;<br>• are non-transferable, except in limited circumstances or with the consent of the Board;<br>• do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;<br>• do not confer any right to participate in the surplus profit or assets of the Group upon a winding up; and<br>• do not confer any right to participate in new issues of Securities such as bonus issues or entitlement issues. |





| | |
|---|---|
| **Date of grant** | If Securityholder approval is obtained, the Performance Rights will be granted to Mr Huljich as soon as practicable after the AGM, but in any event, within 12 months of the AGM. |
| **Performance hurdles** | The Performance Rights will be divided into three tranches (or parts) which have separate performance hurdles.<br>Of the total LTI Grant to Mr Huljich, the proportion of the Performance Rights subject to the performance hurdles will be:<br>• Compound growth in EPS (**EPS Growth**) Hurdle 50%<br>• Relative Total Securityholder Return (**RTSR**) Hurdle 25%<br>• Absolute Total Securityholder Return (**ATSR**) Hurdle 25%<br>**Total** **100%**<br>The calculation of these three performance hurdles is discussed below. |
| **1. Compound EPS Growth (50% of LTI grant)** | 50% of the Performance Rights will be subject to the compound EPS growth hurdle (**EPS Growth Hurdle**).<br>The proportion of the Performance Rights subject to the EPS Growth Hurdle that will vest, if any, will be determined by reference to the EPS Growth achieved over the Performance Period compared to the following targets: |

| EPS Growth over the Performance Period | Performance Rights subject to EPS Growth Hurdle that vest |
|---|---|
| 9% or greater | 100% |
| Between 6% and 9% | Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis) |
| 6% | 25% |
| Less than 6% | 0% |

| | |
|---|---|
| **2. RTSR Hurdle (25% of LTI Grant)** | 25% of the Performance Rights will be subject to a Relative Total Securityholder Return hurdle (**RTSR Hurdle**). RTSR is the return Securityholders would earn if they held a notional number of Securities over a period of time.<br>RTSR measures the growth in the Group's Security price together with the value of dividends and distributions during the Performance Period, assuming that dividends and distributions delivered during the Performance Period are re-invested into new Securities and then compared against its peers that are included in the S&P/ASX 200 A-REIT Accumulation Index.<br>Of the 25% of the Performance Rights subject to the RTSR Hurdle, the proportion that will vest, if any, will be determined by reference to the RTSR (compounded) that is achieved over the Performance Period compared to the following targets: |

| RTSR (compounded) when ranked to the comparator group of S&P/ASX 200 A-REIT Accumulation Index stocks over the Performance Period | Performance Rights subject to RTSR Hurdle that vest |
|---|---|
| Exceeds the comparator group 75th percentile | 100% |
| More than the comparator group 50th percentile and less than 75th percentile | Between 50% to 100% progressive pro rata vesting (i.e. on a straight-line basis) |
| Equal to the comparator group 50th percentile | 50% |
| Less than the comparator group 50th percentile | 0% |

| | |
|---|---|
| **3. ATSR Hurdle (25% of LTI Grant)** | 25% of the Performance Rights will be subject to an Absolute Total Securityholder Return hurdle (**ATSR Hurdle**). ATSR is the return Securityholders would earn if they held a notional number of Securities over the Performance Period.<br>ATSR measures the growth in the Group's Security price together with the value of dividends and distributions during the Performance Period, assuming that dividends and distributions delivered during the Performance Period are re-invested into new Securities. |

| | |
|---|---|
| **3. ATSR Hurdle (25% of LTI Grant) (continued)** | Of the 25% of the Performance Rights subject to the ATSR Hurdle, the proportion that will vest, if any, will be determined by reference to the annual ATSR achieved over the Performance Period compared to the following targets: |

| Annual ATSR achieved over the Performance Period | Performance Rights subject to ATSR Hurdle that vest |
|---|---|
| 10% or greater | 100% |
| Between 8% and 10% | Between 25% to 100% progressive pro rata vesting (i.e. on a straight-line basis) |
| 8% | 25% |
| Less than 8% | 0% |

| | |
|---|---|
| **Allocation of Securities upon vesting** | Each Performance Right is a right to acquire one Security (or an equivalent cash amount). Following testing of the applicable performance hurdles, one fully paid Security will be allocated in relation to each Performance Right which vests.<br>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. |
| **Trading restrictions** | Securities allocated on the vesting of Performance Rights will not be subject to any further trading restrictions, subject to complying with the Group's Securities Trading Policy. |
| **Price payable for Securities** | No amount will be payable in respect of the allocation of Performance Rights, nor in respect of any Securities granted or transferred upon vesting of the Performance Rights. |
| **Cessation of employment** | If Mr. Huljich 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. Any unvested Performance Rights will be treated as follows, unless the Board determines otherwise:<br>• In circumstances of resignation or termination for cause, all unvested Performance Rights lapse.<br>• In all other circumstances, all unvested Performance Rights will neither vest nor lapse. The terms applicable to the Performance Rights will continue to apply, meaning they will be tested at the end of the applicable period and vest to the extent the conditions have been satisfied. |
| **Other relevant information** | No Director of the Company or CFML, other than the Executive Director, is eligible to participate in the LTI Plan or any other employee incentive scheme of the Group. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the LTI Plan after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that Listing Rule.<br>To date, under the LTI Plan 9,207,506 Performance Rights have been granted to Mr. Huljich.<br>Pursuant to the terms of the LTI Plan, Mr. Huljich is not required to pay cash consideration for any Equity Securities issued to him under the LTI Plan.<br>To date, 2,595,476 Performance Rights granted to Mr. Huljich have vested and 3,710,710 Performance Rights granted to Mr. Huljich have lapsed.<br>Since the date of the 2025 annual general meeting, 448,670 Performance Rights, with a Performance Period being 1 July 2023 to 30 June 2026 granted to Mr. Huljich have vested.<br>The terms of the LTI Plan do not require entry into any loan or provision of financial assistance between the Group and the relevant Executive Director in relation to the acquisition of any Performance Rights or Securities. Details of Performance Rights and Securities issued under the LTI Plan will be published in the Group's Annual Report relating to the period in which they were issued, along with a statement that the issue was approved under ASX Listing Rule 10.14. |

## Recommendation

The Directors (other than Mr Jason Huljich) unanimously support the resolution in Item 4 and recommend that Securityholders vote in favour of the resolution. Mr. Huljich abstained from participating in any consideration by the Directors of the resolution relating to the grant of Performance Rights under the LTI Plan.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution in Item 4.

If the issue of Performance Rights to Mr Huljich is not approved by Securityholders, the remuneration that would otherwise have been delivered as Performance Rights will be paid in cash, subject to the same terms and conditions as described above. If the issue of Performance Rights is approved, then the Board intends to issue them to Mr Huljich on the terms as disclosed above.





# Item 5. Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1

## Purpose of Item 5

### Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that the number of Securities that can be issued or agreed to be issued by the Group in any 12-month period is limited to 15% of the Securities on issue in the Group at the commencement of that 12-month period (**15% Placement Capacity**) unless:

- an exemption in the Listing Rules applies; or
- the Group has obtained approval from its Securityholders.

Under Listing Rule 7.4, an issue of 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 (and therefore not counted towards the 15% Placement Capacity) if:

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

The purpose of the resolution in Item 5 is to, for the purposes of Listing Rule 7.4, approve the prior issue of 100,000,000 Securities to certain institutional investors under the placement announced to the ASX on 22 June 2026 (**June Placement**) so as to refresh the Group's placement capacity to issue, or agree to issue, Securities under Listing Rule 7.1.

If the resolution in Item 5 is passed, the 100,000,000 Securities issued on 1 July 2026 under the June Placement will be excluded in calculating the Group's 15% Placement Capacity under Listing Rule 7.1, thereby increasing the number of Securities the Group can issue without Securityholder approval over the 12-month period following the issue date. This will provide the Group with maximum flexibility to manage its future capital requirements. If the resolution in Item 5 is not approved, the 100,000,000 Securities issued under the June Placement will continue to be counted in the Group's 15% Placement Capacity.

### 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 issue of Securities made to certain institutional investors under the June Placement.

| | |
|---|---|
| **Number of Securities issued for which approval is sought** | 100,000,000 Securities |
| **Date of issue of the Securities** | The Securities were issued on 1 July 2026 |
| **Issue price** | $2.00 per Security |
| **Terms of the Securities** | The Securities were issued on the same terms as existing fully paid, ordinary Securities on issue. |
| **Name of the persons to whom the Group issued the Securities or the basis on which those persons were identified or selected** | The Securities were issued to certain institutional investors as detailed in the announcement to ASX made on 23 June 2026. |
| **Use of funds** | The Securities were issued to raise equity to provide funding flexibility to accelerate growth across ResetData, Centuria's real estate equity and credit funds management platform as detailed in the announcement to ASX made on 22 June 2026. |

## Recommendation

The Directors unanimously support the resolution in Item 5 and recommend that Securityholders vote in favour of this resolution.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution in Item 5.

# Item 6. Amendments to constitution of the Company (special resolution in respect of the Company only)

## Purpose of Item 6

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by a special resolution of shareholders of the company.

The resolution in Item 6 seeks the approval of shareholders of the Company to amend the Company's existing constitution as set out below.

The resolution in Item 6 is a special resolution and therefore requires approval of at least 75% of the votes cast by shareholders of the Company who are eligible to vote on the resolution.

## Amendments proposed

The Group has reviewed the Company constitution and the Directors recommend updates to better reflect current administrative practices and developments in corporate law and governance. The Directors consider the proposed changes to be largely administrative.

In addition, the Directors recommend additions to the Company constitution that are required under United States securities laws in order for the Group to continue to access United States capital markets in the future.

The recommended changes are as follows:

| Topic | Summary of proposed amendments |
|---|---|
| **Excluded US Persons** | • The Group proposes to introduce market-standard ownership restrictions for certain U.S. persons investing in an Australian real estate group and funds management company. The changes are intended to support the Group to be able to continue to access the U.S. capital markets and assist it in complying with the U.S. Investment Company Act of 1940, which is applicable to the Group if it would like to raise capital in the United States in the future. Under the proposed provisions, Securities may not be held by, or for the account or benefit of, a "US Person" (within the meaning of Rule 902 of Regulation S under the U.S. Securities Act of 1933, as amended) unless that person is a "Qualified Purchaser" (**QP**, within the meaning of section 2(a)(51) of the U.S. Investment Company Act).<br>• A person who is a US Person and is not a QP, or who holds or will hold Securities for the account or benefit of such a person, may be determined by the Directors to be an "Excluded US Person". The Directors may require a holder to provide a statutory declaration about its status and the status of any person for whose account or benefit it holds Securities. If the holder does not provide the requested information, the Directors may treat the holder as an Excluded US Person in respect of all or some of its Securities.<br>• The proposed provisions permit the Directors to refuse to register a transfer that would result in an Excluded US Person holding or acquiring Securities. They also permit the Directors to require an Excluded US Person to dispose of affected Securities to a permitted person within a period of at least 30 Business Days. If the affected Securities remain undisposed of at the end of that period, they must be transferred to a nominee appointed by the Directors for sale for cash, with the net sale proceeds paid to the former holder. Securityholders appoint the Group as their agent and attorney to take the steps necessary to implement those transfers. |
| **Certificates** | • The proposed amendments seek to align the constitution with applicable ASX Listing Rules and ASX Settlement Operating Rules in relation to the issue and transfer of uncertificated holdings.<br>• The proposed amendment provides that for so long as dealings in Securities take place under the ASX Clearing House Electronic Subregister System (**CHESS**) or are transferred as an issuer sponsored holding:<br>a. the Company need not issue any certificate in respect of Securities (unless the Directors determine otherwise);<br>b. the Securityholder register may distinguish between Securities held in certificated form, held via CHESS or an issuer sponsored holding; and<br>c. the Company may issue a joint holding statement to evidence the holding of Securities by joint holders. |
| **Technical difficulties at general meetings** | • Amendments are proposed to allow the Chairperson to allow a general meeting to continue or adjourn the meeting either for a reasonable period of time as may be required to fix any technical difficulty or to such other date, time and location as the Chairperson of the meeting considers appropriate in the event any technical difficulty occurs, whether before or during the general meeting. |
| **Seal** | • Amendments are proposed to remove the existing provisions regarding Company seals as the Company does not have or use a Company seal. |
| **Notices and communications** | • Amendments are proposed to allow for notices and communications to Securityholders to be sent by email or other electronic means and removal of references to sending notices by facsimile and notices posted for display at the Company's offices. |
| **Information about ownership** | • Amendments are proposed to remove the existing obligations of Securityholders to provide information to the Company relating to substantial holdings of Securities. The obligations for Securityholders to provide substantial holding information to the Company and the ASX are prescribed by the Corporations Act and the Board is of the view that separate requirements are not needed in the constitution. In addition, the Company constitution provides that a Securityholder's rights to vote, receive dividends and distributions on winding up are automatically suspended if a Securityholder has failed to give the Company substantial holding information. This automatic suspension of rights goes beyond the penalties for failing to provide substantial holding information in the Corporations Act and the Board is of the view that the Corporations Act penalties are sufficient. Accordingly, it is proposed that the rights suspension provisions are removed in their entirety. |
| **Payments** | • Amendments are proposed to the existing provisions that require the Company to make payments to Securityholders by way of cheque to clarify that payments by electronic funds transfer are allowed, electronic funds transfer being the current default payment method.<br>• Cheques posted by mail are still permitted (at the discretion of the Directors). |

A marked-up copy of the proposed amended constitution of the Company will be tabled at the AGM and is available to Securityholders at **centuria.com.au/company-constitution-amendments.**

If the resolution in Item 6 is approved, the amendments will take effect from the close of the AGM. If the resolution in Item 6 is not approved, the amendments will not take effect.

## Recommendation

The Directors unanimously support the resolution in Item 6 and recommend that Securityholders vote in favour of this resolution.

The Chairperson of the AGM intends to vote all available proxies in favour of the resolution in Item 6.

# Item 7. Amendments to constitution of the Fund (special resolution in respect of the Fund only)

## Purpose of Item 7

Under section 601GC(1)(a) of the Corporations Act, the Fund's constitution may be amended by a special resolution of unitholders of the Fund.

The resolution in Item 7 seeks the approval of unitholders of the Fund to amend the Fund's existing constitution as set out below.

The resolution in Item 7 is a special resolution and therefore requires approval of at least 75% of the votes cast by unitholders of the Fund who are eligible to vote on the resolution.

## Amendments proposed

The Group has reviewed the Fund's constitution and the Directors recommend updates to better reflect current administrative practices and developments in corporate law and governance. The Directors consider the proposed changes to be largely administrative.

In addition, the Directors recommend additions to the Fund constitution that are required under United States securities laws in order for the Group to continue to access United States capital markets in the future.

The recommended changes are as follows:

| Topic | Summary of proposed amendments |
|---|---|
| **Excluded US Persons** | • The Group proposes to introduce market-standard ownership restrictions for certain U.S persons investing in an Australian real estate group and funds management company. The changes are intended to support the Group to be able to continue to access the U.S. capital markets and assist it in complying with the U.S. Investment Company Act of 1940, which is applicable to the Group if it would like to raise capital in the United States in the future. Under the proposed provisions, Securities may not be held by, or for the account or benefit of, a "US Person" (within the meaning of Rule 902 of Regulation S under the U.S. Securities Act of 1933, as amended) unless that person is a "Qualified Purchaser" (**QP**, within the meaning of section 2(a)(51) of the U.S. Investment Company Act).<br>• A person who is a US Person and is not a QP, or who holds or will hold Securities for the account or benefit of such a person, may be determined by the Directors to be an "Excluded US Person". The Directors may require a holder to provide a statutory declaration about its status and the status of any person for whose account or benefit it holds Securities. If the holder does not provide the requested information, the Directors may treat the holder as an Excluded US Person in respect of all or some of its Securities.<br>• The proposed provisions permit the Directors to refuse to register a transfer that would result in an Excluded US Person holding or acquiring Securities. They also permit the Directors to require an Excluded US Person to dispose of affected Securities to a permitted person within a period of at least 30 Business Days. If the affected Securities remain undisposed of at the end of that period, they must be transferred to a nominee appointed by the Directors for sale for cash, with the net sale proceeds paid to the former holder. Securityholders appoint the Group as their agent and attorney to take the steps necessary to implement those transfers. |
| **Certificates** | • The proposed amendments seek to align the Fund constitution with applicable ASX Listing Rules and ASX Settlement Operating Rules in relation to the issue and transfer of uncertificated holdings.<br>• The proposed amendments provide that for so long as dealings in Securities take place under CHESS or are transferred as an issuer sponsored holding:<br>a. the Fund need not issue any certificate in respect of Securities (unless the Directors determine otherwise);<br>b. the Securityholder register may distinguish between Securities held in certificated form, held via CHESS or an issuer sponsored holding; and<br>c. the Fund may issue a joint holding statement to evidence the holding of Securities by joint holders. |
| **Notices and communications** | • Amendments are proposed to allow for notices and communications to Securityholders to be sent by email or other electronic means and removal of references to sending notices by facsimile. |

A marked-up copy of the proposed Supplemental Deed to give effect to the amendments to the Fund's constitution will be tabled at the AGM and is available to Securityholders at **centuria.com.au/fund-constitution-amendments.**

If the resolution in Item 7 is approved, in accordance with section 601GC(2) of the Corporations Act, the amendments will take effect from the date that the Supplemental Deed is lodged with the Australian Securities and Investments Commission. If the resolution in Item 7 is not approved, the amendments will not take effect.

## Recommendation

The Directors unanimously support the resolution in Item 7 and recommend that Securityholders vote in favour of this resolution.

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







LISTED: 90-118 BOLINDA ROAD, CAMPBELLFIELD VIC

# Glossary

| Term | Definition |
|---|---|
| **2026 Financial Report** | The Centuria Capital Group Financial Report for the year ended 30 June 2026 released via the ASX Announcements Platform on 27 August 2026. |
| **AEDT** | Australian Eastern Daylight Time. |
| **AGM** or **Annual General Meeting** | AGM or Annual General Meeting - 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) commencing at **11:00am AEDT on 27 November 2026.** |
| **ASX** | ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires. |
| **Auditor** | The Group's auditor, being KPMG. |
| **Board** | The board of directors of the Company or CFML, as the context requires. |
| **Boardroom** | The Group's registry, being Boardroom Pty Limited. |
| **Centuria Capital Group, CNI or Group** | The stapled group comprised of Centuria Capital Limited ACN 095 454 336 and Centuria Capital Fund ARSN 613 856 358 (of which CFML is the responsible entity) and the controlled entities of Centuria Capital Limited and Centuria Capital Fund (including their subsidiaries). |
| **CFML** | Centuria Funds Management Limited ACN 607 153 588, the responsible entity of the Fund. |
| **Chairman** | The Chairman of the Board, Ms Kristie Brown. |
| **Chairperson** | The chairperson of the AGM which will be the Chairman of the Board, Ms Kristie Brown, or failing her, another person appointed by the Board to act as chairperson of the AGM. |
| **Company** | Centuria Capital Limited ACN 095 454 336, the shares in which are stapled to units in the Fund to form the stapled entity Group. |
| **Corporations Act** | *Corporations Act 2001* (Cth). |
| **Director** | A director of the Company or CFML, as the context requires. |
| **Equity Securities** | Has the same meaning as given in the Listing Rules. |
| **Executive Directors** | Mr John McBain and Mr Jason Huljich, the Group's Joint CEOs and Directors of the Company and CFML. |
| **Financial Year** | A fiscal year commencing 1 July and ending 30 June. |
| **Fund** | Centuria Capital Fund ARSN 613 856 358, the units in which are stapled to shares in the Company to form the stapled entity Group. |
| **Group** | Has the same meaning as Centuria Capital Group. |
| **Item** | An item of business of the AGM as set out in the Notice of Meeting. |
| **Joint CEOs** | Mr John McBain and Mr Jason Huljich. |
| **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 or ASX Listing Rules** | The listing rules of the ASX. |
| **LTI** | Long-term incentives issued under the LTI Plan. |
| **LTI Plan** | The Centuria Capital Group Executive Incentive Plan. |





| Term | Definition |
|---|---|
| **LTI Plan Rules** | The terms and conditions that regulate the LTI Plan. |
| **Notice of Meeting** | This Notice of Meeting. |
| **Performance Period** | The period or periods over which the performance hurdles are measured and tested as specified by the Board in respect of the Performance Rights, being, in the case of the Tranche 14 Performance Rights, the period from 1 July 2026 to 30 June 2029. |
| **Performance Rights** | Performance rights issued under the LTI Plan in accordance with the LTI Plan Rules. |
| **Proxy Form** | Appointment of proxy form. |
| **Security** | A fully paid ordinary share in the Company stapled to a fully paid ordinary unit in the Fund. |
| **Securityholder** | A holder of a Security. |
| **STI** | Short-term incentive. |
| **Trading Days** | A day determined by the ASX to be a trading day in accordance with the Listing Rules. |

# Annexure A – Key Terms of the LTI Plan

| Term | Detail |
|---|---|
| **Purpose** | The LTI 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. |
| **Performance Rights** | Each Performance Right is a right to acquire one ordinary Security (or an equivalent cash amount) upon satisfaction of the vesting conditions, as determined by the Board.<br>Each grant will specify the minimum and maximum number or value of Securities that the participant may receive if the vesting conditions are satisfied. |
| **Security** | A Security is a stapled security in the Centuria Capital Group, comprising one fully paid ordinary share in the Company and one fully paid unit in the Fund. |
| **Eligible Participants** | 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. |
| **Vesting conditions** | The Board may determine vesting conditions, which may include performance and/or service conditions that must be satisfied before the Performance Rights vest.<br>The vesting conditions will be measured and tested over a period determined by the Board. |
| **Other terms** | 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. |
| **Entitlements** | Performance Rights do not carry any dividend or voting rights.<br>Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board. |
| **Allocation of Securities upon vesting** | The Group may issue new Securities or procure the acquisition of Securities on-market to satisfy vested Performance Rights.<br>The Group may operate an employee security trust to acquire, hold or provide Securities for the purposes of the LTI Plan.<br>No trading restrictions will be imposed on Securities allocated following vesting, unless the Board determines otherwise. |
| **Cessation of employment** | If a participant 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. Any unvested Performance Rights will be treated as follows, unless the Board determines otherwise.<br>In circumstances of resignation or termination for cause, all unvested Performance Rights lapse.<br>In all other circumstances, all unvested Performance Rights will neither vest nor lapse. The terms applicable to the Performance Rights will continue to apply, meaning they will be tested at the end of the applicable period and vest to the extent the conditions have been satisfied. |
| **Change of control** | 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.<br>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. |





| Term | Detail |
|---|---|
| **Fraud, dishonesty and clawback** | 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. |
| **Adjustment of awards** | 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. |
| **Administration of the LTI Plan** | The LTI 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.<br>The Board is given the power to make all required determinations under the LTI Plan and to waive or modify the application of the terms of the LTI Plan and the Performance Rights under it as it considers appropriate. |

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

Centuria

centuria.com.au