



Australian Securities Exchange – Company Announcements Platform

Centuria Capital Group

Notice of general meeting

Sydney, 27 December 2017

Attached is a notice of a general meeting dated 27 December 2017 which is being dispatched to stapled securityholders in Centuria Capital Group (CNI).

The general meeting is being called to consider refreshing CNI's 15% placement capacity under Listing Rule 7.1 and will be held at 10.00am on Monday, 29 January 2018 (Sydney time).

– Ends –

For more information please contact:

James Lonie

Company Secretary

Centuria Capital Limited
Phone: 02 8923 8910

Natalie Powell

Chief Marketing Officer

Centuria Capital Limited
Phone: 02 8923 8936
Email: natalie.powell@centuria.com.au

About Us

Centuria Capital Group (**CNI**) is an ASX-listed specialist investment manager with \$4.4 billion in funds under management. We offer a range of investment opportunities including listed and unlisted property funds as well as tax-effective investment bonds. Our drive, allied with our in-depth knowledge of these sectors and intimate understanding of our clients, allows us to transform opportunities into rewarding investments.

Centuria Capital Group

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

Level 39
100 Miller Street
North Sydney NSW 2060

PO Box 6274
North Sydney
NSW 2060

T: 02 8923 8923
F: 02 9460 2960
E: sydney@centuria.com.au
www.centuria.com.au



Centuria Capital Group

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

CNI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

27 December 2017

Dear Securityholder,

I am pleased to invite you to a general meeting of securityholders (**GM**) of the Centuria Capital Group which is to be held:

Date: Monday, 29 January 2018

Time: 10.00am

Location Level 39, 100 Miller Street, North Sydney NSW 2060

Registration will commence at 9:30am. To assist with registration formalities, please bring the enclosed proxy form with you to the GM.

The following documents are enclosed with this letter:

- Notice of meeting including:
 - Item of Business;
 - Voting Instructions;
 - Explanatory Memorandum;
- Appointment of Proxy Form.

The notice of general meeting will also be made available on the ASX market announcements platform.

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

Yours sincerely,

Garry Charny
Chairman



CENTURIA CAPITAL GROUP

NOTICE OF GENERAL MEETING OF SECURITYHOLDERS

Notice is hereby given that a general meeting of Centuria Capital Limited ACN 095 454 336 (**Company**), in conjunction with a meeting of unitholders of the Centuria Capital Fund ARSN 613 856 358 (**Fund**) (together, **GM**), will be held concurrently at Level 39, 100 Miller Street, North Sydney, on Monday, 29 January 2018 at 10:00 am.

This Notice of General 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 Company's constitution and the Fund's constitution provide that meetings of shareholders of the Company and unitholders of the Fund may be held concurrently. Accordingly, the meeting will be a general meeting of securityholders of both the Company and the Fund (together, the **Centuria Capital Group** or **Group**).

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

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting.

ITEM OF BUSINESS

Resolution 1. 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 Centuria Capital Group:

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

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

Voting Exclusion Statement

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

- a person who participated in the issue referred to; 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 of the GM 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 10:00 am (Australian Eastern Daylight Time) on 27 January 2018 will, for the purposes of determining voting entitlements at the GM, 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 GM 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 GM.

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 GM.

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 of the GM 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 GM, or attends but does not vote, on a poll on a resolution, the Chairperson 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 GM (being no later than 10.00 am (Australian Eastern Daylight Time) on 27 January 2018).

Proxies may be returned to Computershare Investor Services Pty Limited as follows:

By mail:

GPO Box 242, Melbourne Victoria 3001

(a reply paid envelope is enclosed)

In person:

Yarra Falls, 452 Johnston Street,

Abbotsford Victoria 3067

By facsimile to:

1800 783 447 (within Australia)

(+61 3) 9473 2555 (outside Australia)

Online at:

www.investorvote.com.au

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

Online for Intermediary Online Users only at:

www.intermediaryonline.com

Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote by marking either "For", "Against" or "Abstain" against the Resolution on the Proxy Form. If 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.

If the Chairperson of the GM 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, 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. The Chairperson intends to vote available undirected proxies in favour of the Resolution.

IMPORTANT NOTES**Quorum**

The Company's constitution and the Fund's constitution each provide that two Securityholders present personally or by representative, attorney or proxy shall be a quorum for the GM.

Required voting thresholds

The vote on the Resolution will be conducted by way of a poll.

On a poll:

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

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

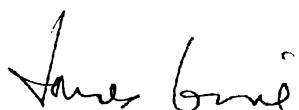
Attendance

If you plan to attend the GM, we ask that you arrive at the venue at least 30 minutes prior to the time designated for the GM so that we may check the number of your Securities and register your attendance.

Appointment of Chairman

Under clause 38.1 of the constitution of the Company and pursuant to the authority of the CFML board under clause 17.4(a) of the constitution of the Fund, the Chairman of the Centuria Capital Group Board, Mr Garry Charny, is to be the Chairman of the GM. Failing him, another person appointed by the Group Board of Directors will act as Chairman of the GM.

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

A handwritten signature in black ink, appearing to read 'James Lonie', with a stylized, cursive script.

James Lonie
Company Secretary
27 December 2017

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Securityholders with information to assess the merits of the Resolution. You should read the Explanatory Memorandum in full before making any decisions in relation to the Resolution.

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 27,030,596 Securities pursuant to the institutional placement announced to the ASX on 19 December 2017 (**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.

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	27,030,596 Securities
Issue price of securities	\$1.42 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	To: • Support CNI's cash position as a result of CNI taking a sub-underwriting position in the acquisition of a 50% interest in 201 Pacific Highway, St Leonards, asset in partnership with Centuria Metropolitan REIT (ASX: CMA); • As previously announced, CNI has entered into an unconditional put and call option agreement regarding a 50% interest in 201 Pacific Highway, St Leonards, having a settlement date of 10 June 2018. The purchase consideration is \$86 million and CNI is in the process of establishing a wholesale fund to ultimately acquire this interest; and • Support its unlisted property funds management business by providing deposit funding to secure ongoing acquisitions and provide underwriting for new unlisted property funds offerings (e.g. 201 Pacific Highway and \$115 million potential acquisitions).

Directors' recommendation

The Directors unanimously recommend that Securityholders vote **FOR** the Resolution.

The Directors intend to vote their Securities in favour of the Resolution and collectively own 5.8% of the Group.

The Chairman of the GM intends to vote all available proxies **FOR** the Resolution.

Glossary

In this Notice of Meeting the following words have the meanings shown:

ASX	ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	the board of directors of Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588.
Centuria Capital Group or Group	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.
Chairperson	the Chairperson of the Group, currently Mr Garry Charny.
CNI	has the same meaning as Centuria Capital Group.
Company	Centuria Capital Limited ACN 095 454 336.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company or Centuria Funds Management Limited or both, as the context requires.
Equity Securities	has the same meaning as given in the Listing Rules.
Fund	Centuria Capital Fund ARSN 613 856 358.
GM	the 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 29 January 2018 at 10.00 am.
Listing Rules	the listing rules of the ASX.
Notice of Meeting	this Notice of Meeting, including the Explanatory Memorandum.
Placement	the issue of 27,030,596 Securities pursuant to the institutional placement announced to the ASX on 19 December 2017.
Registry	Computershare Investor Services Pty Limited
Resolution	the resolution to be considered at the GM to refresh CNI's placement capacity under Listing Rule 7.1.
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.



Centuria Capital Group

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

CNI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



Vote and view the notice of meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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



For your vote to be effective it must be received by 10.00 am (AEDT) on Saturday, 27 January 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Lodgement of a Proxy

The proxy form may be lodged with Computershare (details above). A reply paid envelope is included with the Notice of Meeting and this Proxy Form.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Centuria Capital Group hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Centuria Capital Group to be held at Level 39, 100 Miller Street, North Sydney NSW 2060 on Monday, 29 January 2018 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

STEP 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Approval under Listing Rule 7.4 to refresh the Group's 15% placement capacity under ASX Listing Rule 7.1	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/