

CENTREPOINT ALLIANCE LIMITED

ACN 052 507 507

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Centrepoint Alliance Limited (**Company**) will be held as a virtual Meeting via digital videoconference (Online) <https://meetnow.global/MTQFQTX> at 11:00am (AEDT) on Friday, 14 November 2025.

Annual financial and other reports

To receive the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2025.

Resolution 1 — Adoption of Remuneration Report

To consider and if thought fit pass the following resolution as a resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Company's remuneration report for the year ended 30 June 2025 be adopted."

Note: The Company's remuneration report for the year ended 30 June 2025 is set out in the Company's annual report for the year ended 30 June 2025. The vote on this resolution is advisory only and does not bind the Company or its directors.

Resolution 2 — Re-election of Martin Pretty

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

"That Martin Pretty who retires by rotation in accordance with rule 19.3 of the Company's Constitution and, being eligible, be re-elected as a director of the Company."

Resolution 3 — Re-election of Linda Fox

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

"That Linda Fox who retires by rotation in accordance with rule 19.3 of the Company's Constitution and, being eligible, be re-elected as a director of the Company."

Resolution 4 — Renewal of Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, to pass with or without amendments, as a **special resolution**:

"That, for the purpose of sections 136(2) and 648G of the Corporations Act and for all other purposes, the Proportional Takeover Provisions in rule 15 of the Constitution be renewed for a period of three years from the date of approval of this Resolution."

By order of the Board



Kim Larkin
Company Secretary
10 October 2025

VOTING EXCLUSION STATEMENT:

CORPORATIONS ACT

Resolution 1

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

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

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

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

HOW TO VOTE:

Direct voting using the AGM online platform

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

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

<https://meetnow.global/MTQFQTX>

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

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

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

Shareholders participating in the Meeting using the online platform will be able to cast direct votes between

the commencement of the Meeting at 11 am (AEDT) on Friday, 14 November 2025, and the closure of voting as announced by the Chairman during the Meeting.

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

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

Voting by corporate representative

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

Voting by proxy

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

You are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's Share Registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (AEDT) on Wednesday, 12 November 2025. Any proxy form received after that time will not be valid for the scheduled Meeting.

By mail

Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001, Australia

By fax

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

| | |
|-------------------------|--|
| Online | At www.investorvote.com.au |
| By mobile | Scan the QR Code on your proxy form and follow the prompts |
| Custodian voting | For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions |

Regulation 7.11.37 determination: A determination has been made by the Board under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that those persons who are registered as the holders of Shares in the Company as at 7.00pm (AEDT) on Wednesday, 12 November 2025 will be taken to be the holders of Shares for the purposes of determining voting entitlements at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 4 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 4 inclusive).

Voting requirements

Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chair has determined in accordance with rule 16.14 of the Constitution that all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution, other than Resolution 1, which is advisory only, and Resolution 4, which must be passed by way of a special resolution in accordance with the Corporations Act, such that the Resolution must be approved by 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chairman of the Meeting considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions below, so that votes can still be counted even if you plan to attend the Meeting online.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This Explanatory Statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the Notice of Meeting of members of Centrepont Alliance Limited (Company) to be held on Friday, 14 November 2025.

If you have any questions regarding the matters set out in this Explanatory Statement (or elsewhere in the Notice of Meeting), please contact the Company, or your stockbroker or other professional adviser.

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

2. ANNUAL FINANCIAL AND OTHER REPORTS

The Corporations Act requires that the directors report, the auditor's report and the financial report be laid before the Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on the financial statements and reports of the Company.

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

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor for the relevant financial period, if the question is relevant to:

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

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Meeting is held.

Written questions for the auditor must be delivered to the Company by 5.00pm (AEDT) on Friday, 7 November 2025. Please send any written questions for the attention of the Company Secretary at Level 8, 309-315 George St, Sydney, 2000 or by email to kim.larkin@boardroomlimited.com.au.

3. RESOLUTION 1 — ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2025. A copy is available on the Company's [website](#).

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second Annual General Meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting, at which all of the Directors (other than the Executive Directors) of the Company, would need to stand for re-election.

Following the Spill Meeting, those persons whose election or re-election as Directors of the Company are approved by the Shareholders, will be the Directors of the Company.

At the Company's 2024 Annual General Meeting, less than 25% of the votes cast on the resolution dealing with the Remuneration Report were voted against the adoption of the Remuneration Report. Accordingly, a Spill Resolution will not be put to this meeting regardless of the votes cast for or against this Resolution 1.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.

Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

4. RESOLUTION 2 — RE-ELECTION OF MARTIN PRETTY

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

In accordance with these requirements, Martin Pretty retires under rule 19.3 at this year's Annual General Meeting and, being eligible, stands for re-election.

Martin brings to the Board over 20 years' experience in the finance sector. The majority of this experience was gained within ASX-listed financial services business, including Hub24, Bell Financial Group and IWL Limited. Martin currently works in the investment management industry and has done so for over a decade since March 2013. Martin has also previously worked as a finance journalist with the Australian Financial Review.

Martin holds a Bachelor of Arts (Honours) from the University of Melbourne and a Graduate Diploma of Applied Finance from Finsia. Martin is a CFA charter holder and a Graduate of the Australian Institute of Company Directors.

Martin was appointed as a Non-Executive Director of the Company on 27 June 2014. He is currently also Chair of the Nomination Remuneration and Governance Committee.

Martin is currently a Non-Executive Director and Chairman of Scout Security Limited (ASX:SCT).

Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Pretty will be re-elected to the Board as an independent, Non-Executive Director.

If this Resolution is not passed, Mr Pretty will not continue in his role as an independent, Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

Directors' Recommendation

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

5. RESOLUTION 3 — RE-ELECTION OF LINDA FOX

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

In accordance with these requirements, Linda Fox retires under rule 19.3 at this year's Annual General Meeting and, being eligible, stands for re-election.

Linda has a background in wealth management, banking and professional services in organisations that include start-ups, global and multi-billion-dollar enterprises.

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

Linda is a Fellow Chartered Accountant of Chartered Accountants Australia and New Zealand, and a member and graduate of the Australia Institute of Company Directors. She holds an Executive MBA, a Graduate Diploma in Information System, and a Bachelor of Commerce.

Linda was elected as Non-Executive Director of the Company on 15 November 2024 and is the Chair of the Group Audit, Risk and Compliance Committee.

Linda is also Non-Executive Director of the Australian Youth Orchestra, a Non-Executive Director of Aruma Services Limited, a member of the Compliance Committee of Investors Mutual Limited's exchange traded funds and managed investment schemes and a member of the Compliance Committee of Aware Financial Services Limited's managed investment schemes.

Technical information required by Listing Rule 14.1A

If this Resolution is passed, Linda Fox will be re-elected to the Board as an independent, Non-Executive Director.

If this Resolution is not passed, Linda Fox will not continue in her role as an independent, Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on

its strategic vision.

Directors' Recommendation

The Directors (other than Linda Fox) recommend that Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares but for the same proportion of each shareholder's shares (**Proportional Takeover Bid**).

In accordance with section 648D(1)(a) of the Corporations Act, the Company has included rule 15 in its Constitution, whereby a Proportional Takeover Bid for Shares may only proceed after the Proportional Takeover Bid has been approved in a meeting of Shareholders held in accordance with the terms set out in the Corporations Act (**Proportional Takeover Provisions**). The Proportional Takeover Provisions have been extracted in full in Annexure A to this Explanatory Memorandum.

Pursuant to section 648G(1) of the Corporations Act, Proportional Takeover Provisions will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its Proportional Takeover Provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders) before the clause ceases to apply. The Directors propose that the Proportional Takeover Provisions are renewed for a further period of three years from the date the Resolution is approved.

Information required by the Corporations Act

The following information is required by section 648G of the Corporations Act:

(a) Effect of Proportional Takeover Provisions

Pursuant to the Proportional Takeover Provisions, the registration of a transfer of shares acquired under a proportional off-market bid in respect of a class of securities in a company is prohibited unless and until a majority resolution to approve the proportional off-market bid is passed.

The Directors must ensure that a meeting of Shareholders is convened to vote on the resolution. The resolution must be voted on at least 14 days before the last day of the bid period (Approving Resolution Deadline). If no resolution to approve the bid has been voted on at the end of the day before the Approving Resolution Deadline, a resolution to approve the bid is taken to have been passed.

If the resolution is not passed before the Approving Resolution Deadline, the bid cannot proceed and any transfers giving effect to the takeover contracts for the bid will not be registered.

These Proportional Takeover Provisions do not apply to a full takeover bid for all of the Shares in the Company.

(b) Reasons for proposing Resolution 4

A Proportional Takeover Bid may result in the control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a Proportional Takeover Bid is acceptable in principle, and assist in ensuring that any

partial bid is appropriately priced.

(c) Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of a substantial interest in the Company.

(d) Potential advantages and disadvantages of Proportional Takeover Provisions for Shareholders

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) Proportional Takeover Bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a potential premium price; and
- (iii) the likelihood of a Proportional Takeover Bid succeeding may be reduced.

If a Proportional Takeover Bid is made, the Company will incur the cost of calling a meeting of Shareholders.

(e) Potential advantages and disadvantages of Proportional Takeover Provisions for Directors

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a Proportional Takeover Bid should be accepted.

Directors' Recommendation

The Directors believe that the potential advantages of renewing the Proportional Takeover Provisions outweigh any potential disadvantages and unanimously recommend that Shareholders vote in favour of Resolution 4.

GLOSSARY

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

"AGM" or **"Meeting"** means Annual General Meeting.

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

"ASIC" means the Australian Securities and Investments Commission.

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

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

"ASX Listing Rules" or **"Listing Rule"** means the Official Listing Rules of the ASX.

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

"Board" or **"Directors"** means the board of directors of the Company from time to time.

"Chairman" or **"Chair"** means the Chairman of the Board.

"Company" means Centrepont Alliance Limited ACN 052 507 507.

"Constitution" means the constitution of the Company from time to time.

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

"Corporations Act" means the *Corporations Act 2001* (Cth).

"Directors" means the Directors of the Company.

"Explanatory Statement" means this Explanatory Statement.

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

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

"Listing Rules" means the Listing Rules of the ASX.

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

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

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

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

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

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

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

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

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

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

For personal use only

Annexure A Proportional Takeover Provisions

15 Proportional takeover bids

15.1 Definitions

| In this rule: | |
|--------------------------------------|--|
| Term | Definition |
| Approving Resolution | means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 15.3. |
| Approving Resolution Deadline | means the day that is 14 days before the last day of the bid period, during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission. |
| Proportional Takeover Bid | means a takeover bid that is made or purports to be made under section 618(1)(b) Corporations Act for securities included in a class of securities in the company. |
| Relevant Class | means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid. |

15.2 Transfers not to be registered

Despite rules 12.1(c) and 12.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed under rule 15.3.

15.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the directors must, before the Approving Resolution Deadline:
 - (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of approving the Proportional Takeover Bid; and
 - (ii) ensure that the resolution is voted on under rule 15.3.
- (b) The provisions of this constitution about general meetings apply, modified as the circumstances require, to a meeting that is convened under rule 15.3(a), as if that meeting were a general meeting of the company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 15.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities of the Relevant Class, is entitled to vote on the Approving Resolution for the Proportional Takeover Bid.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

- (f) If an Approving Resolution has not been voted on under rule 15.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken to have been passed under rule 15.3 on the Approving Resolution Deadline.

15.4 Sunset

Rules 15.1, 15.2 and 15.3 cease to have effect on the third anniversary of the later of the date of adoption or last renewal of rule 15 under the Corporations Act.

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 12 November 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



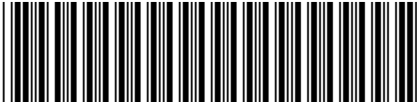
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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

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I/We being a member/s of Centrepont Alliance Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Centrepont Alliance Limited to be held as a virtual meeting on Friday, 14 November 2025 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Martin Pretty | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Linda Fox | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Renewal of Proportional Takeover Provisions in the Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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



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