2025 Notice of Annual General Meeting

SYDNEY (Tuesday, 28 October 2025) – Centuria Capital Group (**ASX: CNI**) attaches a copy of its 2025 Notice of Annual General Meeting and a sample Proxy Form, which will also be available at https://centuria.com.au/centuria-capital/investor-centre/#agm.

-ENDS-

For more information or to arrange an interview, please contact:

John McBain
Joint CEO
Centuria Capital Limited
T: 02 8923 8923
E: john.mcbain@centuria.com.au

Tim Mitchell
Group Head of Investor Relations
Centuria Capital Limited
T: 02 8923 8923
E: tim.mitchell@centuria.com.au

Alexandra Koolman
Group Communications Manager
Centuria Capital Limited
T: 02 8923 8923
E: alexandra.koolman@centuria.com.au

Authorised for release by *Anna Kovarik, Company Secretary.*

About Centuria Capital Group

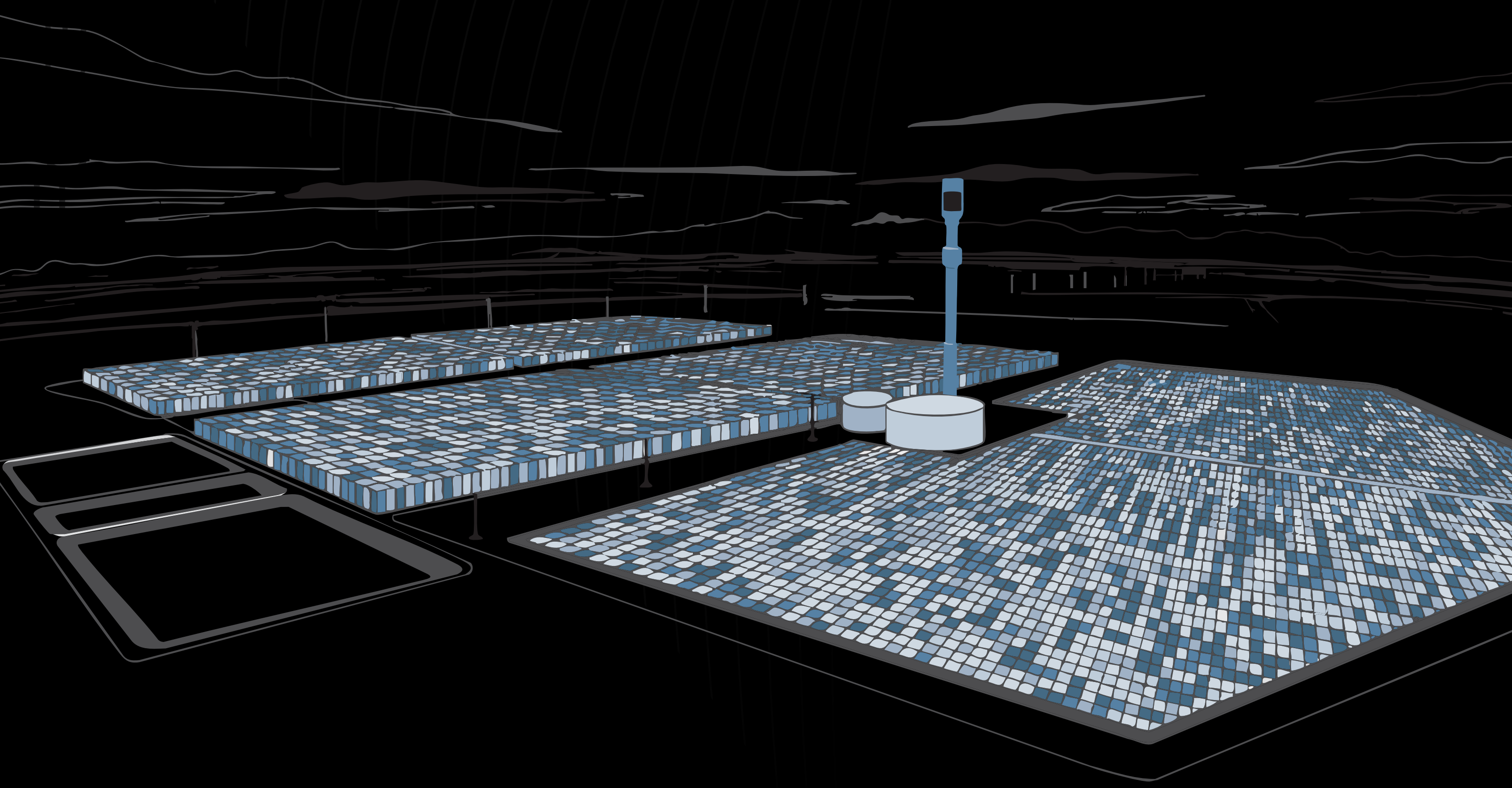
Centuria Capital Group (CNI) is an ASX-listed specialist investment manager with $20.6 billion of assets under management (as at 30 June 2025). We offer a range of investment opportunities including listed and unlisted real estate funds as well as tax-effective investment bonds. Our drive, allied with our in-depth knowledge of these sectors and intimate understanding of our clients, allows us to transform opportunities into rewarding investments.

www.centuria.com.au

Centuria

Centuria Capital Group

Notice of 2025 Annual General Meeting



LISTED: 15-19 CARIBOU DRIVE, DIREK SA

Chairman's letter

28 October 2025

Dear Securityholder,

I am pleased to invite you to the 2025 Annual General Meeting (**AGM**) of Centuria Capital Group (ASX:CNI) which is to be held as follows:

Date:	Friday 28 November 2025
Time:	12:00pm (AEDT)
Location:	Museum of Sydney, Warrane Theatre Corner of Bridge Street and Phillip Street, Sydney NSW 2000

If you would like to attend the AGM, registration will commence at 11:00am (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;
- Online Meeting Guide; and
- A copy of the CNI 2025 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

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 or ask questions via the AGM webcast and must therefore ensure that all votes, proxy appointments and questions are submitted before the relevant deadlines prior to the AGM.

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/Lxc**

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/Lxc** 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/cniagm2025**.

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 **12:00pm (AEDT) on Wednesday 26 November 2025** 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

Before the AGM

Ask the Board

Select the 'Ask the Board' option when voting or appointing a proxy online at **votingonline.com.au/cniagm2025** (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 21 November 2025**.

If you wish to submit questions other than in person at the AGM, please ensure that they are received by **12:00pm (AEDT) on Wednesday 26 November 2025**.

UNLISTED: KATUNGA FRESH GLASSHOUSE, KATUNGA VIC

Notice of 2025 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 28 November 2025 at 12:00pm (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 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.

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 2025.

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 2025 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 11).

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

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

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

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

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

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

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

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

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

Voting exclusions apply to this proposed resolution (as described on page 11).

Item 6. Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr John McBain and Mr Jason Huljich

Item 6(a): Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr John McBain

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 13 Performance Rights to Mr John McBain (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."

Item 6(b): Grant of Tranche 13 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 13 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."

Each resolution in Item 6 will be voted on separately.

Voting exclusions apply to these proposed resolutions (as described on page 11).

LISTED: 310 SPEARWOOD AVENUE, BIBRA LAKE WA

LISTED: 42 HOEPNER RD, BUNDAMBA QLD

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 2025 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 5 - Approval of the Centuria Capital Group Executive Incentive Plan

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

- by a person who is eligible to participate in the Centuria Capital Group's Executive Incentive Plan (**Plan**) and any associate of any such person; 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 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 chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides;
- 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 6 - Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr John McBain and Mr Jason Huljich

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

- by a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 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 resolutions set out in Item 6 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 chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair 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 instructions

Voting entitlement

The Directors of the Company and CFML have determined that persons holding Securities at **7:00pm (AEDT) on Wednesday 26 November 2025** 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 meetings; and
- provides the Group with satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If a proxy appointment is signed by the Securityholder but does not name the proxy or proxies in whose favour it is given, the Chairperson may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the 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 **12:00pm (AEDT) on Wednesday 26 November 2025**).

Proxies may be returned to Boardroom as follows:

Online at:

votingonline.com.au/cniagm2025

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

By facsimile to:

(+61 2) 9290 9655

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, 5 and 6 of this Notice of Meeting), the Corporations Act prohibits the KMP (other than the Chairperson) and their closely related parties from voting as your proxy unless you direct them how to vote. 'Closely related party' is defined in the Corporations Act and includes a spouse, 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.

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 must be submitted by emailing the Company Secretary at anna.kovarik@centuria.com.au prior to the date of the AGM. 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 21 November 2025**. If you are submitting another type of question or comment before the AGM, please ensure it is received by **12:00pm (AEDT) on Wednesday 26 November 2025**.

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

However, it would be preferable for questions to be submitted to the Group in advance of the AGM. In order to ask a question during the AGM, please follow the instructions from the Chairperson. 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 submitted in advance of the AGM). 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.

A. Kovarik

Anna Kovarik
Company Secretary

28 October 2025

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 2025 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 182 257** (within Australia) or **+61 2 9290 9689** (outside Australia). Securityholders who have specifically requested a hard copy of the 2025 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 (including the Group Joint CEOs) and for certain company executives for the financial year ended 30 June 2025.

The Remuneration Report is set out in the 2025 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 Joint CEOs) 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 Mr Jason Huljich as a Director of the Company

In accordance with clause 62 of the Company's constitution, Mr Jason Huljich retires by rotation at the close of the AGM and, being eligible, offers himself for re-election as a Director.

Joint CEO Jason Huljich's c.30-year real estate career spans the commercial and industrial real estate sectors. Jason is a co-founder of Centuria Capital and along with Joint CEO, John McBain, collectively oversees more than $20 billion of assets under management.

Jason is chiefly responsible for the company's real estate portfolio and funds management operations including the listed Centuria Industrial REIT (ASX:CIP) and Centuria Office REIT (ASX:COF), as well as Centuria's extensive range of unlisted funds across Australia and New Zealand.

In addition, Jason has been instrumental in Centuria's entry into the real estate credit market (Centuria Bass Credit) as well as Centuria's cloud services and AI joint venture (ResetData).

Since Centuria was established, Jason has been pivotal in raising over $5 billion for the listed and unlisted vehicles. He has been central to positioning Centuria as one of Australia's largest external property fund managers. CNI and CIP are included in the S&P/ASX 200 index. COF is included in the S&P/ASX 300 index. CIP and COF are part of the FTSE EPRA Nareit Global index.

Jason has a hands-on approach to the real estate operations throughout the Group's platform. The Transactions, Development, Funds Management, Distribution, Marketing and Asset Management teams all report directly to him.

Jason is a Property Funds Association (PFA) of Australia past President and currently sits on the Property Council of Australia's Capital Markets Division Committee.

The Board considers that Mr Jason Huljich is an Executive Director.

Recommendation

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

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

Item 4: Re-election of Mr John Slater as a Director of the Company

In accordance with clause 62 of the Company's constitution, Mr John Slater retires by rotation at the close of the AGM and, being eligible, offers himself for re-election as a Director.

John was appointed as a financial adviser to Centuria Life Limited in 2011 and as a member of its Board in 2013. On 22 May 2013, he was appointed as a Director of Centuria Capital Limited. He also serves on the Nomination and Remuneration Committee.

John was previously a senior executive at KPMG Financial Services prior to establishing a financial advisory practice. Since the sale of that practice he has focused on consulting activities and his non-executive roles with Centuria.

John has deep experience in all financial market sectors gained during his extensive career. Over this time, he has been directly involved with investments and investment committees and sits on the investment committees of Centuria Life Limited and the Over Fifty Guardian Friendly Society Limited. John continues to be active in investment committee activities in other non-aligned financial groups.

The Board considers that Mr John Slater is an independent non-executive Director.

Recommendation

The Board acknowledges that Mr Slater has served as a Director for a significant period and that long tenure can raise questions of independence under some governance frameworks. The Board has carefully assessed Mr Slater's contribution and independence and considers that his experience, judgement and ongoing commitment continue to add significant value to the Group.

Mr Slater brings deep financial markets and governance expertise developed over decades in senior advisory and investment roles. His financial acumen, risk awareness and understanding of fiduciary responsibilities are particularly relevant as Centuria continues to expand its platform across real estate, credit and technology-enabled asset classes.

Mr Slater also contributes meaningfully to Board succession and renewal, providing valuable continuity and perspective. With a new Chair appointed in 2024 and a relatively recent addition to the Board, his long-standing knowledge of Centuria's strategy, culture and governance practices ensures stability and continuity during this period of transition and ongoing renewal. His strong understanding of the Group's operations and stakeholder relationships ensures that the Board continues to benefit from his depth of insight as Centuria continues to diversify and grow.

The Directors (other than Mr Slater) unanimously support his re-election and recommend that Securityholders vote in favour of this resolution. Mr Slater abstained from participating in any consideration by the Directors on his re-election.

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

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

Approval is sought pursuant to the ASX Listing Rules and the Corporations Act to the terms of the Group's Executive Incentive Plan (**Plan**) and for the issue of Securities under the Plan for a three year period to Eligible Participants (other than issues to any persons who are executive Directors and in respect of whom specific Securityholder approval is required for each issue of Securities under the Plan).

The Plan forms a key element of the Group's incentive and retention strategy for senior executives.

The terms of the Plan (**Plan Rules**) were approved at the Group's 2019 annual general meeting (**2019 AGM**) and have not changed since then. Given that approximately 3 years has expired since the date the Plan was last approved at the Group's 2022 annual general meeting, the Group is seeking the re-approval of Securityholders to the Plan Rules and the issue of Performance Rights and Securities under the Plan for a further three-year period.

The maximum number of Securities proposed to be issued under the Plan (other than issues to any persons who are executive Directors and in respect of whom specific Securityholder approval is required under the Listing Rules for each issue of Securities under the Plan) for the period of 3 years from the date of the approval of the Item 5 Resolution (if approved) is 15 million.

Key terms of the Plan

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

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. Each grant will specify the minimum and maximum number of 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. 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. 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. The Group may operate an employee security trust to acquire, hold or provide Securities for the purposes of the LTI Plan. 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: • In circumstances of resignation or termination for cause, all unvested Performance Rights lapse. • 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.

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

Approval is also sought in relation to the future issue of Performance Rights and Securities under the Plan to Eligible Participants other than executive Directors. The issue of Securities to Executive Directors is subject to separate Securityholders' approval. (See, for example, the Explanatory Notes for Item 6 below relating to the proposed issued under the Plan of Performance Rights and Securities to Mr John McBain and Mr Jason Huljich.)

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

Under Listing Rule 7.2, Exception 13, Securityholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to the 15% Rule. If such approval is obtained, any Performance Rights granted under the Plan (and Securities allocated upon vesting of those Performance Rights) would not be counted towards the Group's capacity to issue Securities under the 15% Rule.

This approval continues for three years, at which time it must be renewed, or it will expire. If Securityholder approval is not obtained, then issues of Securities under the Plan may still be made, but they must fall within the 15% Rule at the time of issue.

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

Since the notice of meeting for the AGM held on 25 November 2022, the following Performance Rights and Securities have been issued under the Plan:

- 18,737,857 Performance Rights; and
- 0 Securities.

Tranche	Performance Period	Grant date	Performance Rights issued	Securities issued
Tranche 8	1 July 2020 to 30 June 2023	13 November 2020	N/A[1]	Nil[2]
		26 November 2020	N/A[1]	Nil[2]
		12 August 2021	N/A[1]	Nil[2]
Tranche 9	1 July 2021 to 30 June 2024	12 August 2021	N/A[1]	Nil[2]
		3 December 2021	N/A[1]	Nil[2]
Tranche 10	1 July 2022 to 30 June 2025	12 August 2022	N/A[1]	Nil[2]
		5 December 2022	2,022,960	Nil[2]
Tranche 11	1 July 2023 to 30 June 2026	30 August 2023	3,528,627	N/A
		4 December 2023	2,448,738	N/A
Tranche 12	1 July 2024 to 30 June 2027	28 August 2024	4,040,669	N/A
		4 December 2024	2,357,492	N/A
Tranche 13	1 July 2025 to 30 June 2028	25 September 2025	4,339,371	N/A
Total			**18,737,857**	**Nil**

1. These Performance Rights were issued under the Plan previously approved by Securityholders at the 2019 AGM.
2. The Performance Rights granted under Tranches 8, 9 and 10 lapsed, as the applicable performance hurdles for the relevant Performance Period were not achieved. As a result, no Securities vested in respect of these tranches.

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

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

Recommendation

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

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

Item 6: Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr John McBain and 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 the Group Joint CEOs, Mr John McBain and Mr Jason Huljich, with a performance period from 1 July 2025 to 30 June 2028 (**Tranche 13 Performance Rights**).

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

The LTI Plan forms a key element of the Group's incentive and retention strategy for senior executives. It is proposed that:

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

(**Executive Directors**) will be granted Performance Rights as the LTI component of their remuneration under the terms of the LTI Plan.

The primary objectives of the Nomination & Remuneration Committee and the Board in setting remuneration for the Executive Directors and providing them with equity based LTIs under the LTI Plan for the 2026, 2027 and 2028 Financial Years are to:

- focus the Executive Directors on the long term performance of the Group to drive long term Securityholder value creation;
- ensure the Executive Directors' remuneration outcomes are aligned with Securityholder interests, in particular, the strategic goals and performance of the Group; and
- ensure the Executive Directors' 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.

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

Mr John McBain's current total fixed annual remuneration is $1,614,600, inclusive of superannuation contributions. In addition to the total fixed annual remuneration, Mr John McBain'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 John McBain's total remuneration package potential for the 2026 Financial Year is not expected to exceed a maximum of $6,054,750.

Mr Jason Huljich's current total fixed annual remuneration is $1,614,600, inclusive of superannuation contributions. In addition to the total fixed annual remuneration, Mr Jason 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 Jason Huljich's total remuneration package potential for the 2026 Financial Year is not expected to exceed a maximum of $6,054,750.

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.

In addition, the maximum LTI opportunity for the Group's Executive Key Management Personnel is proposed to be increased from 125% to 150% of base salary. This adjustment reflects the increased stretch and challenge associated with the new LTI hurdles and ensures that the overall opportunity remains consistent with market peers. There has been no such change with respect to the STI opportunity for the Group's Executive Key Management Personnel.

The Board considers that the revised framework provides a clearer alignment between remuneration outcomes and long-term Securityholder value, while maintaining an appropriate level of challenge and incentive for management to deliver sustained growth, diversification and performance for the Group.

A summary of the key terms of the 2026 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 the Executive Directors and, accordingly, Securityholder approval is required.

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

Details of the proposed LTI grant	The proposed grant under the LTI Plan for the financial year ended 30 June 2026 (**FY2026**) for: • Mr John McBain is 1,416,481 Performance Rights over Securities; and • Mr Jason Huljich is 1,416,481 Performance Rights over Securities. The grants represent the LTI component of their respective remuneration packages (**LTI Grant**). Each of Mr McBain and Mr Huljich is a Director of Centuria Capital Limited and Listing Rule 10.14.1 applies. The maximum number of Performance Rights has been calculated based on 150% of the total fixed annual remuneration for each of Mr John McBain and Mr Jason 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 2025. That volume weighted average price was $1.7098 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. Performance Rights: • do not carry any dividend or voting rights; • are non-transferable, except in limited circumstances or with the consent of the Board; • do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; • do not confer any right to participate in the surplus profit or assets of the Group upon a winding up; and • 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 the Executive Directors as soon as practicable after the AGM, but in any event, within 12 months of the AGM.

For each of the Executive Directors:

Performance Period and vesting	The Performance Period is 3 years, commencing on 1 July 2025 and ending on 30 June 2028. Following the end of the Performance Period, the performance hurdles will be tested and the Board will determine the extent to which the Performance Rights will vest. There is no further re-testing of these performance conditions. 75% of any Performance Rights awarded will vest in Year 3 with the remaining 25% vesting in Year 4. Any Performance Rights that do not vest following testing of the performance hurdles at the end of the Performance Period will lapse.
Performance hurdles	The Performance Rights will be divided into three tranches (or parts) which have separate performance hurdles. Of the total LTI Grant to each Executive Director, the proportion of the Performance Rights subject to the performance hurdles will be: • Compound growth in EPS (**EPS Growth**) Hurdle 50% • Relative Total Securityholder Return (**RTSR**) Hurdle 25% • Absolute Total Securityholder Return (**ATSR**) Hurdle 25% **Total** **100%** The calculation of these three performance hurdles is discussed on the following page.

1. Compound growth in EPS (50% of LTI grant)

50% of the Performance Rights will be subject to the Compound growth in EPS hurdle (**EPS Growth hurdle**).

Of the 50% of the Performance Rights subject to the EPS Growth hurdle, the proportion that will vest, if any, will be determined by reference to the compound EPS growth achieved over the Performance Period compared to the targets, as follows:

Compound EPS growth over the performance Period	Performance Rights subject to Compound 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)

For each of the Executive Directors:

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.

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.

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) achieved over the Performance Period compared to the targets, as follows:

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)

For each of the Executive Directors:

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.

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.

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 targets, as follows:

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	Following testing of the applicable performance hurdles, one fully paid Security will be allocated in relation to each Performance Right which vests. 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 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: • In circumstances of resignation or termination for cause, all unvested Performance Rights lapse. • 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 Directors, 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 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. To date, under the LTI Plan, 8,935,387 Performance Rights have been granted to Mr John McBain and 7,791,025 Performance Rights have been granted to Mr Jason Huljich. Pursuant to the terms of the LTI Plan, neither Mr McBain nor Mr Huljich are required to pay cash consideration for any Equity Securities issued to them under the LTI Plan. To date, the following Performance Rights have vested: • 3,260,082 Performance Rights granted to Mr John McBain; and • 2,146,806 Performance Rights granted to Mr Jason Huljich. To date, the following Performance Rights have lapsed: • 3,272,189 Performance Rights granted to Mr John McBain; and • 3,241,103 Performance Rights granted to Mr Jason Huljich. Since the date of the 2024 annual general meeting, the following Performance Rights, with a Performance Period being 1 July 2022 to 30 June 2025, have vested: • 0 Performance Rights to Mr John McBain; and • 0 Performance Rights to Mr Jason Huljich. 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. Other than as referred to specifically above, the terms of the LTI Plan are the same as for the Centuria Capital Group's Executive Incentive Plan summarised on page 16 above.

Recommendation

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

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

If the issue of Performance Rights to the Executive Directors 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 the Executive Directors on the terms as disclosed above.

93-103 PACIFIC HIGHWAY, KEYSBOROUGH VIC

Glossary

Term	Definition
2025 Financial Report	The Centuria Capital Group Financial Report for the year ended 30 June 2025 released via the ASX Announcements Platform on 19 August 2025.
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 **12:00pm AEDT on 28 November 2025**.
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.
LTI Plan Rules	The terms and conditions that regulate the LTI Plan.

Term	Definition
NTA	Net tangible assets.
Notice of Meeting	This Notice of Meeting.
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.

Questions

You may wish to give advance notice of any question(s) you would like to have considered at the forthcoming Annual General Meeting. If so, please detach and return this slip to Centuria Capital Group at Level 41, Chifley Tower, 2 Chifley Square, Sydney NSW 2000.

We will do our best to answer as many questions as possible at the Annual General Meeting. **Any written questions for the Auditor should be given to the Company no later than 21 November 2025**. We will pass on questions to the Auditor as soon as practicable after receipt. Please attach extra pages if necessary.

Name

Address

For the Chairperson

For the Auditor

UNLISTED: HALLS HEAD CENTRAL, MANDURAH WA

Centuria

centuria.com.au

Centuria

All Correspondence to:

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

By Fax: +61 2 9290 9655

Online: www.CenturiaInvestor.com.au

By Phone: (within Australia) 1800 182 257
(outside Australia) +61 2 9290 9689

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Wednesday, 26 November 2025.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/cniagm2025

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

STEP 3: Enter your Voting Access Code (VAC)

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy, you must:
(a) complete two Proxy Forms. On each Proxy Form, state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (AEDT)** on **Wednesday, 26 November 2025.** Any Proxy Forms received after that time will not be valid for the scheduled meeting.

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

Online	https://www.votingonline.com.au/cniagm2025
By Fax	+ 61 2 9290 9655
By Mail	Centuria Capital Group GPO Box 3993 Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

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

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

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Group to be held **at the Museum of Sydney, Warrane Theatre, corner of Bridge Street and Phillip Street, Sydney NSW 2000 on Friday, 28 November 2025 at 12:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

STEP 2 VOTING DIRECTIONS

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Remuneration Report (in respect of the Company only)	☐	☐	☐
Item 3	Re-election of Director – Mr Jason Huljich (in respect of the Company only)	☐	☐	☐
Item 4	Re-election of Director – Mr John Slater (in respect of the Company only)	☐	☐	☐
Item 5	Approval of the Centuria Capital Group Executive Incentive Plan	☐	☐	☐
Item 6(a)	Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr John McBain	☐	☐	☐
Item 6(b)	Grant of Tranche 13 Performance Rights under the Centuria Capital Group Executive Incentive Plan to Mr Jason Huljich	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…………………………………………….... Contact Daytime Telephone……………………….............................. Date / / 2025