

Centrepont Alliance Limited

(ABN 72 052 507 507) (the “Company”)

CENTREPOINT ADVISER FORUM CHARTER

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1.0 PURPOSE OF THIS CHARTER

1.1 Purpose

The purpose of this Centrepoint Adviser Forum Charter (“Charter”) is to set out the role, function, membership and operation of the Adviser Forum.

2.0 ROLE OF THE ADVISER FORUM

2.1 Role

The role of the Adviser Forum is to provide a conduit for two-way communication between Centrepoint and Firms that are part of the Centrepoint Community. By improving communication Centrepoint is more likely to build and sustain solutions that improve advice outcomes for clients and improve outcomes for advisers, their business and their staff.

2.2 Responsibility of members

The responsibilities of members of the Adviser Forum includes:

- a. Communicating issues that are impacting Firms and assisting to identify enhancements to existing solutions, or new solutions, that will reduce or eliminate the impact of these issues
- b. Providing input at design and development stage of initiatives brought to the Forum that have a direct impact on advisers including, where appropriate, canvassing the views of member Firms to ensure input is reflective of views held by the wider advice community.
- c. Improving the quality of information transfer to Firms by conducting information, including where appropriate matters discussed in the Forum, through formal and informal media and networks.
- d. Actively encouraging and participating in the Centrepoint Community and proactively suggesting ways to strengthen it.
- e. Advocating for Centrepoint within the Centrepoint Community and in the broader advice profession and financial services industry.
- f. Complying with any request to treat information as confidential and exercising good judgement when discussing any matter brought before the Forum, or any information disclosed to the Forum, with external parties.

3.0 MEMBERSHIP

3.1 Composition and size

Membership of the Adviser Forum will be as follows:

- a. Chief Executive Officer of Centrepoint
- b. Group Executive responsible for Advice
- c. General Manager responsible for Licensed Advisers
- d. Group Executive responsible for Advice Services
- e. Group Executive responsible for Licensee Standards and Policies
- f. Group Executive responsible for Advice Technology
- g. Advisers who are Authorised Representatives, or Principals of Corporates who are Corporate Authorised Representatives, of Alliance Wealth, Clearview Financial Advice, Matrix Planning Solutions or Professional Investment Services.

There will be a maximum 10 advisers appointed to the Adviser Forum with a preference to have at least one adviser appointed from each state.

3.2 Appointment process for Adviser members

Advisers who wish to be considered for membership of the Adviser Forum will need to nominate for membership. Nominations will need to be made on the approved nomination form. Nominations will be considered by a panel consisting of:

- a. Chief Executive Officer of Centrepont
- b. Group Executive responsible for Advice
- c. General Manager responsible for Licensed Advisers

Nominations will be approved by a simple majority of the panel.

3.3 Term of Adviser members

Adviser members will be appointed for a period of 2 years. The maximum number of consecutive terms that can be served is two.

3.4 Attendance

All Adviser Forum members are expected to attend all meetings. Attendance can be via video conference or teleconference.

In the event a Centrepont Executive member is unable to attend, he/she can appoint a delegate to attend on his/her behalf.

3.5 Chairperson

The Chairperson of the Adviser Forum is to be the Group Executive responsible for Advice.

In the event the Group Executive is unable to attend, the General Manager responsible for Licensed Advisers will act as Chairperson.

4.0 FORUM PROCESS

4.1 Meetings

The Chairperson will be responsible for the co-ordination of meeting materials including secretarial duties, agendas and meeting minutes.

The meeting agenda and any materials will be issued to all members at least 5 business days before the commencement of the meeting.

Minutes will be recorded for all meetings. Minutes will be approved by the Chairperson and will be distributed prior to the next meeting. Minutes will include actions and decisions only.

Meetings will be held in Centrepont offices. Meetings will also be concurrently broadcast through Skype or via teleconference for members that are located remotely from where meetings are physically held.

Any travel and accommodation expenses incurred by members to physically attend meetings are at the member's expense. The only exception to this is where the Chairman elects to have all members physically present at a meeting in which case reasonable travel and accommodation expenses will be reimbursed.

4.2 Frequency and calling of meetings

The Adviser Forum will meet on a quarterly basis or as frequently as required to perform its functions.

4.3 Quorum

A quorum will consist of a minimum of 3 Centrepoint representatives or their delegates and 5 Adviser members.

4.4 Voting

The Adviser Forum is ostensibly a consultative body without any delegated authorities. Where input from the Forum is sought by Centrepoint and there is a divergence of opinion the Chairperson in conjunction with Centrepoint Executive members will determine a collective position based on the majority view of Adviser members.

4.5 Changes to Forum members

The Chairperson has the authority to change the membership of the Forum at his/her sole discretion. Any replacements to Adviser members will be required to be appointed in accordance with Clause 3.2 of this Charter.

4.6 Expectations of members

- a. Forum members are committed to open and constructive dialog. Any input or opinion expressed must have regard to Centrepoint's obligation to its shareholders, its responsibilities as a company listed on the Australian Stock Exchange and as a holder of an Australian Financial Services Licence and its responsibility to demonstrate the highest standards of conduct.
- b. Forum members must keep discussions and resolutions confidential, except where permission has been expressly provided to disclose information.
- c. All Adviser Forum members are generally expected to prepare adequately, attend and actively participate at each meeting.

4.7 Attendance by management and advisers

The Chairperson may invite other advisers, Centrepoint staff or external subject matter experts to attend meetings.

4.8 Conflicts

Members will be required to declare any relevant personal interest or conflict. Where a personal interest or conflict exist, the Chairperson has the authority to exclude any member from participating in any discussion or activity.