HFA Holdings Limited

Annual General Meeting Chairman & CEO Addresses

Janshy Har

7000

20 November 2014



Chairman's Address

Good morning ladies and gentlemen and welcome to the 2014 Annual General Meeting of HFA Holdings Limited (HFA).

I'm pleased to be addressing you for the first time as the Chairman of HFA's board of directors. It has been an eventful year for the Company, where we've continued to build on solid financial performance whilst navigating some significant changes to our capital structure and board composition.

I will address the changes to our capital structure first, as the most important of these changes is the recent buy-back and conversion of the convertible notes (the "notes") issued by HFA in 2011. The buyback of 50 of the notes on 2 July 2014 and the amended terms on the remaining notes, removed significant dilution from the future issued capital of the Company. The conversion of the remaining 25 notes a little over a month later and the sale of these shares together with a placement of 17.8 million shares associated with the buy-back provided the opportunity to expand the Company's shareholder base, and we are pleased to have a number of high quality institutions join us as shareholders in HFA.

The extinguishment of the notes has left us with a simpler balance sheet. We currently have outstanding corporate debt of USD14.5 million, and based on existing terms, this will be repaid by March 2016. The board had intended refinancing this debt, the primary purpose of which would have been to repurchase 15 of the remaining notes as agreed as part of the 2 July transaction terms. , However with the voluntary conversion of the notes by the Noteholder in August, refinancing our debt is no longer a high priority.

We have also had significant change to the composition of the board over this calendar year. As a result of the extinguishment of the notes, three directors nominated by the Noteholders stepped down from the board on 2 July 2014. Added to this, earlier this year the previous Chairman, Spencer Young, resigned his directorship in the Company. We sincerely thank all of our past directors for their efforts and engagement with the business, and in particular Spencer Young, who originally founded the Company in 1998. I would also like to take this opportunity to thank the senior management and staff of HFA for their contribution in what has clearly been a very busy year.

These director changes have resulted in the number of directors on the HFA board falling from 8 directors to 4 directors in early July this year. The board has spent considerable time reviewing the composition of the board, and identifying potential director candidates with the appropriate background and experience to add value to the strategic direction of the HFA Group. As a result, I am very pleased to welcome our new US-based non-executive director, Mr Randall Yanker. Randall has a great deal of experience in the US hedge fund space, in particular with fund-of-funds. We look forward to the insights that Randall will bring to the business. The board strongly supports his election as a director by shareholders at today's meeting.

With Randall's appointment, this brings the current board composition to five directors, four of whom are non-executive directors, and three of which are independent under the ASX Corporate Governance Council's Principals and Recommendations. From a geographic stand point, the Group now has three directors based in the United States, and two based in Australia. The board believes it has an appropriate mix of industry knowledge to guide the strategic direction of the Group.

In reviewing the financial and operating results of the HFA Group for the 2014 financial year, we are pleased to see a continuation in the growth of Assets under Management and Advice (AUMA). For the fourth consecutive year, AUMA has increased by at least 13.5%.

Similarly, the Group's financial results showed continued improvement, delivering a net profit of USD13.9 million for the 2014 financial year. The HFA board continues to look to earnings before interest, tax, depreciation and amortisation (EBITDA) as the measure most reflective of the Group's financial performance, and are pleased that EBITDA increased by 50% on the prior year, to USD26.4 million.

This delivered cash flow from operating activities for the Group of USD27.9m. Following the settlement of the notes buy-back in July, the board was pleased to be able to deliver a USD 5.0 cent per share final dividend to shareholders in September. For the full financial year, dividends totaled 8.0 cents per share, a 33% increase on the prior year.

The board is aware that our shareholders are focused on the Company's intentions in regards to management of its capital, and specifically, the cash generated by the Group. We are fortunate that, after a number of years of operating under restrictive covenants imposed by terms of the notes on issue, we are now in a position which affords us flexibility in relation to the uses of the cash we generate.

In considering our capital management practices under our new, simplified capital structure, the board seeks to strike a balance between servicing our debt obligations, generating returns for shareholders, maintaining balance sheet strength and providing optionality to pursue business and operational opportunities over time. Having particular regard to our debt servicing obligations until March 2016, the board has determined that a dividend payout of between 50-70% of Group EBITDA strikes the appropriate balance between all these objectives.

I would now ask the CEOs of our respective businesses to provide you with their insights into the operations and outlooks for both our US and Australian businesses. You will have an opportunity to ask questions, but may I ask that you reserve your questions until the end of each presentation. First, I introduce to you the CEO of the Lighthouse business, Mr Sean McGould.

Lighthouse CEO Address, Sean McGould

Thank you Mike, and welcome to everyone in attendance today. I'm pleased to be able to address the meeting in person today, and am going to take this opportunity to talk about the core principles of what we do at Lighthouse.

Firstly, a briefly update on how Lighthouse's AUMA has moved over the September quarter. As at 30 September 2014, the combined assets of our Lighthouse Funds business and our Customised Client Solutions business is USD7.97 billion. The two parts of the business have evolved to be roughly the same size, with each comprising just under USD 4.0 billion each.

Whilst Lighthouse has been able to achieve double digit growth in AUMA year on year, the first quarter of the 2015 financial year at first glance appears to have remained flat. Performance returns for that quarter have been flat in the face of tougher markets, although we have seen performance increase over the past several weeks.

At Lighthouse we've evolved our business in the past few years to underpin three values:

- Transparency
- Protection; and
- Control

In the current environment, investors want to know what they own, that they actually own it, and that it is being effectively monitored and managed. Lighthouse has built out its managed account platform to be able to deliver on all these requirements. Importantly, they also provide the data that enables us to best deliver on what our clients expect from us, which is consistent, low volatility investment returns.

All of this means that we believe we are what a diversified alternative asset manager should be. Utilising managed accounts, we can deliver on a number of fronts:

Information:	Greater information to support more responsible investment management, with full position level daily transparency, and regular monitoring and verification of risk factors.
Asset control:	Protection of assets through custody arrangements independent of the hedge fund managers. This means investments aren't subject to managers' lock-ups, gates, suspensions or side pockets, and Lighthouse can revoke a manager's trading authority if required.
Manager selection:	We can have a larger universe of managers, where manager size is not a limiting factor, and we have our own overlaying business and operational controls to mitigate these potential risks with smaller managers.

Reduced cost:Our scale and structure helps us to reduce hedge fund fees and service provider
costs, reducing the layer of fees associated with typical hedge fund investing.
However, given the unique structure of our investment model, the overall fees and
expense are generally higher than traditional investments.

Whilst the points I've noted are tangible benefits to our investors, we don't lose sight of the fact that fundamentally our business is about delivering on our investment objectives. This means managing our funds and client portfolios with the goal of safely compounding investor capital over market cycles. Over the long-term, our flagship strategy has delivered on this objective since 1996.

From an investment perspective, Lighthouse remains focused on:

- 1) Investing with specialised managers from a sector and regional geographic perspective;
- 2) Identifying market opportunities where competition from other hedge funds is low;
- 3) A strong commitment to global research to deploy capital wherever opportunities arise; and
- 4) Continuous research on how to better combine various managers and strategies to improve investment results for clients.

Our emphasis remains on consistent improvement to our investment process.

Looking a broader business issues, I'll finish my presentation today by touching on what I see as the challenges and opportunities for the Lighthouse business. The hedge fund industry has evolved in the last five years since the global financial crisis. There has been on-going industry consolidation, and some investors are seeking to bring investment selection in-house.

We see that investors are actively seeking lower fees, greater transparency into investment positions and decision making, and enhanced reporting.

We believe opportunities to win new clients are there if we can demonstrate our value proposition – which is that we can deliver consistent, uncorrelated low-volatility investment returns, and that we can provide strong risk management.

We continue to broaden the scope of our service offering through the tailoring of solutions on our managed account platform. While we've been successful in doing this for clients in North America and Europe, we've also increased our focus on business development opportunities in Asia, the Middle East and Australia.

Lastly, we flagged some additional expenses to commence at some point in FY2015 when we released our 2014 results in August. As an update, the additional software licensing fees in relation to risk management are expected to commence during the March 2015 quarter. We also continue our search for additional distribution team appointments.

Certitude CEO Address, Craig Mowll

I'm going to begin today by providing an overview of the Australian market as a whole, then discuss the impacts the broader market has had on how the Certitude business is sourcing and raising assets. Having discussed the snapshot of where we are now, I'll move onto discussing our strategy for moving the Australian business forward.

Industry trends

Whilst the Australian investment pool continues to grow in line with forecasts, (currently AUM of AUD1.92 trillion) what has been startling is that the investment in managed funds has not kept up with this growth. According to Rainmaker (March 2014) managed funds represent AUD294 billion in AUM, roughly 15% of the total assets, which is less than what was invested in 2010. As can be seen in this chart, on a quarterly basis, between 2010 and 2014, managed funds have experienced several periods of negative net financial flows.

These flows have been led largely by the following industry changes;

Institutional Segment

The institutional segment is extremely fee sensitive with fee budgets of <50-70bps, all inclusive. We are seeing institutional funds being rated by fees as a primary measure to performance. Furthermore, as this segment consolidates further to gain greater scale this will only reduce the amount of future sales opportunities for fund managers. The largest of the institutional funds are bringing investment management in-house to reduce their investment fees further and this is impacting mandates for fund-of-hedge-funds where virtually zero mandates have been awarded this year. Certitude has AUD105 million in institutional business, representing 15% of our assets.

Retail 3rd Party Segment

Not unlike the institutional segment, the retail third party market has been consolidating rapidly over the last 5 years with the 7 major players acquiring the majority of the advisors. AMP, CBA, NAB, WBC, ANZ, IOOF and MQL represent 85% of the advisor market. They also represent 69% of retail funds management AUM, so to maximise their distribution they are pushing their own internal investment management capabilities as a priority to increase their value chain, share of wallet and market share. In essence, the rest of the fund manager market have been left fighting to survive by competing for the 15% independent advisor channels. Certitude's funds are well rated by the researchers in this segment and we have strong platform and dealer group access. Retail 3rd Party represents 80% of our business, 54% of our existing business is from the top 7 and 46% from the independents.

SMSF's Segment

Self-Managed Super Funds (SMSF's) are the largest segment in Australia at approximately AUD 561 billion, with over 500,000 members and an average of AUD 1.2 million assets in their investment portfolio. They currently hold <1% of their portfolio in international assets with the majority currently invested in domestic equities, cash and property. Only 10% of their total assets are invested in managed funds (includes domestic exposure). According to Investment Trends (July 2014) 87% of SMSF's want to invest globally for diversification purposes, 30% intend to increase their international exposure via managed funds over the next 12 months and 22% of SMSF's are intending to invest into international shares, 2% into hedge funds. This provides opportunity for Certitude but it will be an investment of many years in time and education to produce fruit from our labour.

Certitude fund flows

AUMA for the Certitude business reduced to AUD707 million for the year ended 30 June 2014 (30 June 2013: AUD910 million). Investment performance across the products for the period was a positive AUD63 million. Net outflows for the period were AUD266 million, which included AUD289 million in outflows from the closed-ended structured products.

Gross inflows of AUD94 million were invested during the year into the open-ended Lighthouse, Threadneedle and GaveKal Capital managed funds.

Whilst the overall AUM reduced, AUM from structured products which matured during the course of the year had zero to small margin. Stronger AUM flows by the open ended funds will provide Certitude a much more sustainable business platform moving forward.

For the first year in four years our netflows for the open ended products were netflow positive lead by the Threadneedle Global Equity Income Fund and the Lighthouse Global Long/Short Fund. The Lighthouse Diversified Investment Fund outflows reduced significantly in this financial year and now as we are in the new financial year we are starting to see these outflows neutralising with the improved liquidity of the fund. Growth this year largely came from the retail 3rd party dealer groups and geographic expansion into New Zealand.

As you would expect we continually monitor the flows of the business, so every quarter we want to see the flows improving particularly against previous quarters in the same period. Other than where we achieved a solid one off win, each quarter is improving. Clearly we want to see these flows continue this momentum so that they become more meaningful in absolute terms.

Managing our costs is essential especially during the period where we are making short term losses on a stand-alone basis. Year on year we manage this carefully. Our largest expense is personnel costs which year on year has reduced. We run the business tight around headcount which has reduced in line with the costs but is still an appropriate amount to run the business. Headcount has been managed by absorbing roles when resignations occur, empowering key staff with greater responsibilities and greater process improvement.

Strategy and outlook

Our immediate focus to improve sales is firstly about improving our product range which is being implemented in three parallel priorities over the next two years.

The first priority is product 'clean-up' which is about managing the closure of the structured products which mature progressively up until June 2016. We work closely with the clients within these products and we provide them opportunities to transfer to our open ended funds at maturity time. The second priority is product 'refinement' which is about improving our existing open ended products so that their life cycle is more sustainable in the Australian and New Zealand markets. With the assistance of Lighthouse we improved the Lighthouse Diversified Investment Funds liquidity in October this year, and our next focus is on the Lighthouse Global Long Short strategy. In this case we are scheduled in the first half of calendar year 2015 to evolve the existing fund from 30 day liquidity terms to weekly and we believe this will provide us a product that will better meet our market needs and provide solid AUM growth over the next 3-5 years. Priority three is about product development and we have recently started due diligence on a variety of world class managers from around the world. Our focus is on strategies that can meet the growing demand for global strategies that are active management focussed and delivering consistent top quartile growth and strong income yields. We are looking to make our next fund launch during the 2nd quarter 2015.

We want to increase our growth in the retail 3rd segment. We are increasing our traction in the top 7 dealer groups which have an 86% market share in this segment. We are noticing some key practices leaving these established groups to start their own dealer groups and become boutiques. We have been quick to identify these opportunities and develop new sales growth. Boutiques will always be a keen focus for us so that our client base remains diversified. SMSF's are a slow growing segment for Certitude, it is an ongoing pull strategy influenced by the Certitude Global Investing Intentions Index which is a survey managed by Investment Trends and completed by approximately 800 SMSF's and high net worth individuals monthly. We report these results every month to position Certitude as a leading provider in the global space. Wrapped around the index is a web strategy which engages with SMSF's and their advisors and we are developing the functionality and content over the next 12 months to maximise this segment.

The institutional segment for us right now is limited with really only Lighthouse available for distribution in this space. We have found the fee structures of fund of hedge fund's not suitable to the vast majority of institutions. With that said we are focussing on a sub-set where the managed accounts platform of Lighthouse adds value and fees remain competitive. As we introduce new managers to the Australian market we will want to make sure we gain the exclusivity for retail and institutional segments so that we have a broader reach and growth potential.

HFA Holdings Limited

Annual General Meeting

20 November 2014

The numbers in this presentation have been presented in US dollars (USD), unless otherwise indicated as being presented in Australian dollars (AUD).





Chairman's Address

Michael Shepherd

Achieved positive 'big picture' changes

Capital structure

- Extinguishment of convertible notes and cancellation of options
 - 50 convertible notes repurchased for USD50m (initial issue value) on 2 July 2014
 - 25 convertible notes converted into 25.6m ordinary shares on 11 August 2014
 - 31.25m options cancelled for nil consideration
- Changes to current and future share capital
 - The issue of 43.4m new ordinary shares
 - The elimination of at least 67.9m new ordinary shares at some point in the future

Board composition

- A number of changes to the board during the 2014 calendar year
 - Resignation of Spencer Young in March 2014
 - Resignation of three Apollo directors in July 2014 (Mssrs Civale, Cohen and Fox)
 - Appointment of Randall Yanker in October 2014
 - Currently 5 board members (4 non-executive directors, 3 independent)
 - 3 directors based in the US
 - 2 directors based in Australia

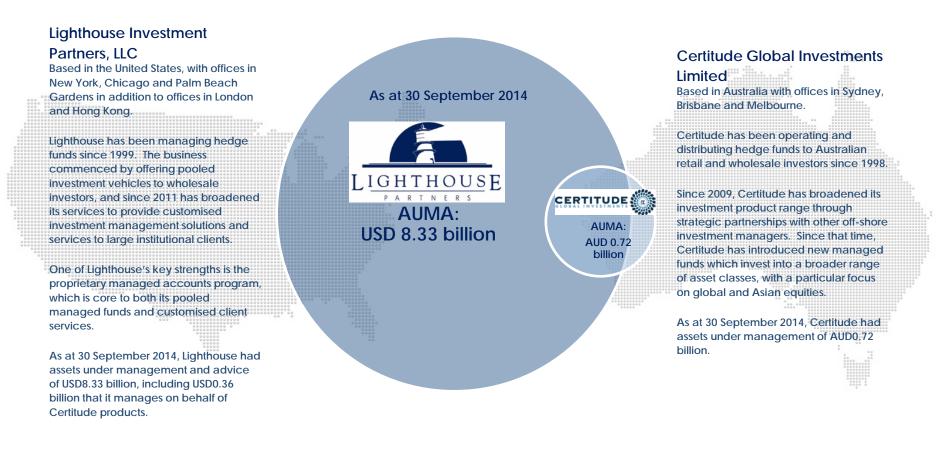
Financial highlights of FY14

	AUMA – continues to gr	wo
	Group as at 30 June 2014	• \$8.7 billion (FY13: \$7.6 billion) up 13.5% .
S	Average net management fee rate	• 71.7 bps (FY13: 75.5 bps).
	Earnings – up 50%	
	Operating EBITDA	 Increased 50% to \$26.403 million (FY13: \$17.593 million).
	NPAT	 Increased 151% to \$13.914 million (FY13: \$5.551 million).
	EPS (basic & diluted)	• 7.80 cps (FY13: 3.97 cps)
	Dividends	• Final dividend of 5.0 cps, total FY14 dividends of 8.0 cps (FY13 total dividend: USD 6.0 cps)
	Balance sheet - as at 31	October 2014
	Borrowings	• \$14.5 million
	Cash at bank	• \$28.6 million
	Capital management	

Dividend payout • 50-70% of Group EBITDA, until debt is repaid in March 2016

The HFA Group

The HFA Group comprises two businesses delivering global investment products and services to a diverse range of investors and clients.



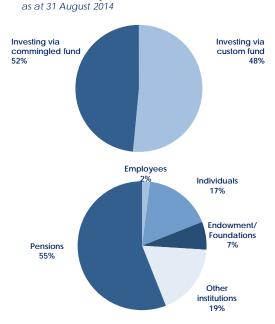
Lighthouse CEO Address Sean McGould

Lighthouse AUMA movements

30 June 2014 to 30 September 2014

	30 June 2014 AUMA	Net flows	Performance	30 September 2014 AUMA
Funds	USD 3.88 bn	↑ USD 0.10 bn	-	USD 3.98 bn
Customised Client accounts	USD 4.12 bn	↓ USD 0.16 bn ¹	↓ USD 0.04 bn	USD 3.92 bn

¹ This net outflow for the quarter was driven by the redemption of \$510m of assets from a customised client portfolio. These assets, whilst being housed under the clients managed account structure, were not hedge fund assets managed by Lighthouse, and the fee rate which applied to those assets was 5bps. As such, the redemption of these assets is not expected to have a material impact on the Group's financial results.



AUMA composition

The Lighthouse business is about underpinning consistent, risk-adjusted investment returns with strong investment governance primarily through *managed accounts*



What investors are looking for

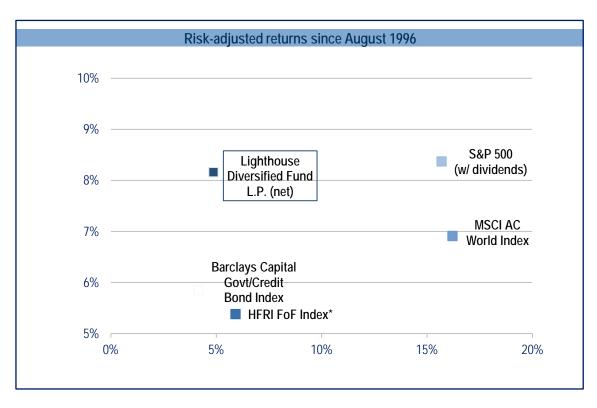
Through the advantages of Lighthouse managed accounts, we seek to achieve:

Information	 Greater information to support more responsible investment management Full position-level transparency of every manager on a daily basis Ability to monitor and verify risk factors regularly
Asset control	 Better asset protection through custody independent of hedge fund managers Investments not subject to managers' lock-ups, gates, suspensions or side pockets at manager level Authority to revoke a manager's trading authority if required to protect assets
Manager selection	 A larger universe of managers Manager size is not a limiting factor; what matters is experience and skill Better asset control mitigates business and operational risk of smaller managers
Reduced cost	 A lower overall cost of doing business¹ - Lighthouse scale and structure drives down hedge fund fees and service providers' costs - The layer of fees associated with typical multi-manager investing is reduced

¹Lighthouse Funds will incur multiple levels of management, performance and/or other fees and expenses. Such fees and expenses may be higher than traditional investments

Reliable results over time

We strive to safely compound investor capital over market cycles



*The HFRI Fund of Funds Composite Index estimates the current month and the prior three months and, therefore, its performance is subject to change

Information from August 1996 to September 2014

The full legal name of the Fund is Lighthouse Diversified Fund (QP) II, L.P. (referred to herein as LDF LP or Lighthouse Diversified Fund, L.P.)

Performance for periods over one year has been annualized.

Past performance is not indicative of future results

Emphasis on consistent improvement of our investment process

Lighthouse will remain focused on:

- Investing with specialised managers from a sector and regional geographic perspective
- Identifying market opportunities where competition from other hedge funds is low
- A strong commitment to global research to deploy capital wherever opportunities arise
- Continuous research on how to better combine various managers and strategies to improve investment results for clients

Future challenges and opportunities

- The hedge fund industry has evolved in the last five years since the global financial crisis
- On-going industry consolidation, some investors seeking to bring investment selection in-house
- Investors are actively seeking
 - Lower fees
 - Greater transparency
 - Better reporting
- Opportunities are there if we can demonstrate our value proposition
 - Delivering on consistent, uncorrelated low-volatility investment returns
 - Accurate and timely information on investments
 - Strong risk management

Broadening the scope of services through the tailoring solutions on our managed account platform

Continuing to work on broadening our investor base

- Renewed focus on Asia, Middle East and Australia
- Additional investment in our distribution team

Additional FY15 expenses update

- Additional software licensing costs expected to commence during the March 2015 quarter
- Continuing the search for additional distribution team appointments

Certitude CEO Address Craig Mowll

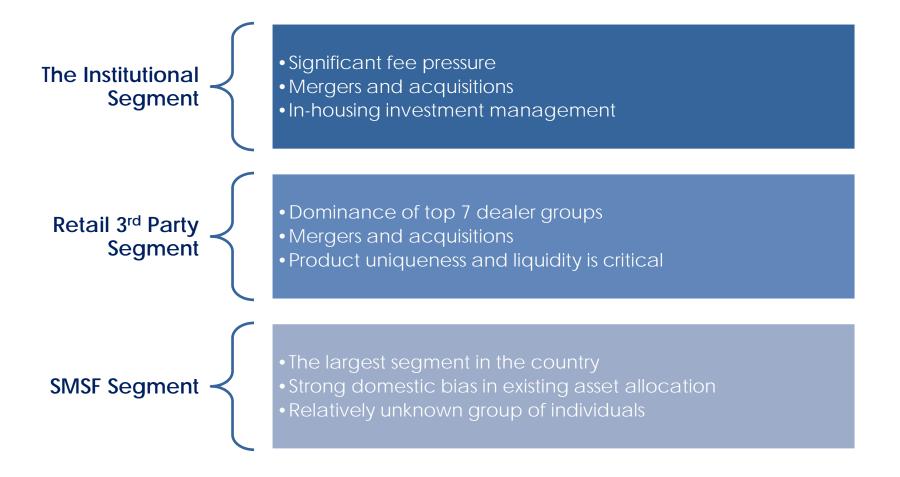
A changing Australian market and competitive environment

Managed Fund Quarterly Flows (AUD Billions)



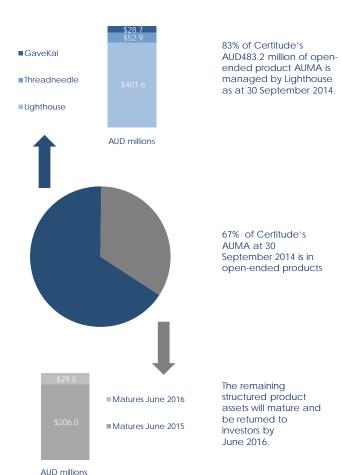
Source: Morningstar Australian Asset Flows - June Quarter 2014

A changing industry



Certitude AUM - composition and movement





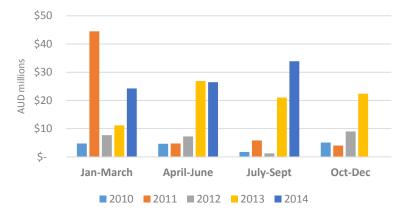
Flow Composition - Year on Year (2010 - 2014)



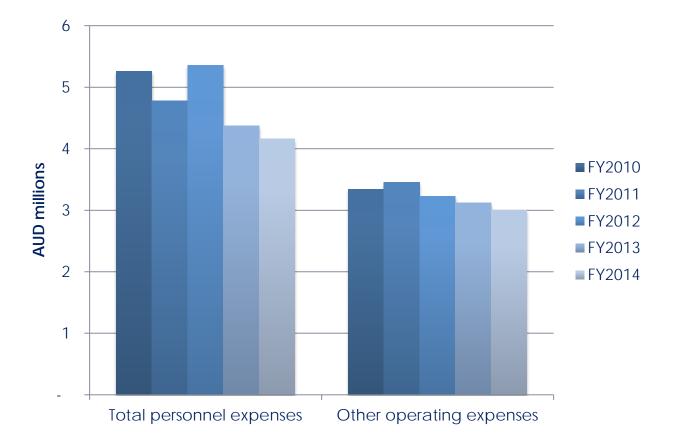
Inflows Netflows

Excludes structured products

Quarterly inflows (2010 - 2014)



Managing costs continues to be a key focus



Looking forward, product is key

Product Clean-up

• Structured products maturing (ends June 2016)

Product Refinement

• Existing funds being refined for greater traction

• DIF and GLS liquidity focus

Product Development

- We are expanding our product suite
- Currently conducting DD on four different product types over next 2 years

Key Product Points

- Demand for global assets increasing
- Global hedge funds gaining interest
- Focus on liquidity, income and capital growth to meet demographic shifts

2 years

Distribution

Retail 3rd Party Segment

Includes the whole retail value chain: Researchers-Platforms-Dealer Groups-Advisors-End Client

- Continue to build our relationships with the top 7 groups (86% of the market) with unique product
- We will continue to identify the growing boutique segment who are always looking for unique product
- Quality and unique product will gain stronger researcher ratings, greater demand from advisors and clients, greater access to platforms, dealer groups and model portfolios
- We continue to expand into New Zealand where 25% of new flows have been generated during FY14

Self Managed Super Funds

Online Pull Strategy

- 50% advised and 50% self-directed
- Using Certitude Global Investing Intentions Index to drive the pull strategy for this segment
- Improving our online capabilities to meet this segments demands

Institutional

New Product Suite Benefit

- We will continue to promote LHP into this segment and opportunities will be carefully targeted
- Introducing new managers into this segment for greater traction
- Institutional selling will be focussed on institutions, family offices and multi-managers >\$10B where in-housing investment is less likely

Disclaimer

This presentation has been prepared by HFA Holdings Limited (HFA) and provides information regarding HFA and its activities current as at 20 November 2014. It is in summary form should be read in conjunction with HFA's 30 June 2014 Annual Report.

While the information in this presentation has been prepared in good faith and with reasonable care, no representation or warranty is made as to the accuracy, adequacy or reliability of any statements, estimates, opinions or any other information contained in this presentation. To the maximum extent permitted by law, the HFA Group, its directors, officers, employees, agents and any other person disclaim all liability and responsibility (including without limitation any liability arising from fault or negligence) for any direct or indirect loss or damage which may be suffered through use or reliance on anything contained in or omitted from this presentation. The information in this presentation is not intended to be relied upon as advice to investors or potential investors, who should consider seeking independent professional advice depending upon their specific investment objectives, financial situation and particular needs.

Certain statements in this presentation may constitute "forward-looking" statements. Forward-looking statements are neither promises nor guarantees and involve known or unknown risks, uncertainties and other factors which may cause actual results to vary materially from any projection, future results or performance expressed or implied by such forward-looking statements. No assurance is given that future developments will be in accordance with HFA's expectations. Actual results could differ materially from those expected by HFA.

Definitions

HFRI Fund of Funds Composite Index: Fund of Funds invest with multiple managers through funds or managed accounts. The strategy designs a diversified portfolio of managers with the objective of significantly lowering the risk (volatility) of investing with an individual manager. The Fund of Funds manager has discretion in choosing which strategies to invest in for the portfolio. A manager may allocate funds to numerous managers within a single strategy, or with numerous managers in multiple strategies. The minimum investment in a Fund of Funds may be lower than an investment in an individual hedge fund or managed account. The investor has the advantage of diversification among managers and styles with significantly less capital than investing with separate managers. PLEASE NOTE: The HFRI Fund of Funds Index. It is not possible to invest directly into an index.

S&P 500 (with dividends): This index includes 500 leading companies in leading industries of the U.S. economy. Although the S&P 500® focuses on the large-cap segment of the market, with approximately 75% coverage of U.S. equities, it is also an ideal proxy for the total market. S&P 500 is part of a series of S&P U.S. indices that can be used as building blocks for portfolio construction. It is not possible to invest directly into an index.

Barclays Capital Gov/Credit: An unmanaged market-weighted index, comprised of government and investment grade corporate debt instruments with maturities of one year or greater. It is not possible to invest directly into an index.

MSCI AC World Index: A free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. The MSCI ACWI consists of 45 country indices comprising 24 developed and 21 emerging market country indices.