

19 October 2021

Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

*Via electronic lodgement*

### **Growthpoint Properties Australia (ASX: GOZ) 2021 Annual General Meeting**

Please see attached the following documents in relation to the 2021 Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited and a meeting of the unitholders of Growthpoint Properties Australia Trust to be held concurrently as a virtual meeting on Monday 22 November 2021 at 4:30pm (AEDT) (**AGM**):

- Notice of Meeting and sample Proxy Form; and
- Letter to Securityholders.

The Notice of Meeting and our AGM Online Guide, which provides instructions on how to participate in our virtual AGM, are available at [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).

Authorised for lodgement by Jacqueline Jovanovski, Growthpoint's Company Secretary.

#### **For further information, please contact:**

**Virginia Spring**  
Investor Relations and Communications Manager  
Telephone: +61 3 8681 2933



**Growthpoint Properties Australia**

Growthpoint Properties Australia Limited ACN 124 093 901 AFSL No. 316409  
Growthpoint Properties Australia Trust ARSN 120 121 002

GOZ

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

19 October 2021

## Growthpoint Properties Australia Annual General Meeting

Dear Securityholder,

On behalf of the Board, I invite you to join us at the 2021 Annual General Meeting of Growthpoint Properties Australia (**AGM**) which will comprise an Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited (**Company**) and a meeting of the unitholders of Growthpoint Properties Australia Trust (**Trust**) to be held concurrently at **4:30pm (AEDT) on Monday 22 November 2021**.

### Virtual AGM

In light of the continuing impact of the COVID-19 pandemic, the 2021 AGM will be held virtually through the Lumi AGM online platform. Through this platform, you will be able to view the meeting, vote and ask questions in real time. A recording of the meeting will also be available on our website shortly after the conclusion of the AGM.

To participate in the virtual AGM you will need to visit [web.lumiagm.com/303222882](http://web.lumiagm.com/303222882) on your computer or mobile device.

### Notice of Meeting and AGM information on our website

Our Notice of Meeting is available on our website at [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).

Securityholders can also find further information on how to join the AGM online, ask questions and cast their vote during the virtual AGM in the AGM Online Guide on our website, [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).

### Securityholder questions

Securityholders are encouraged to submit questions in advance of the AGM by emailing [investor.relations@growthpoint.com.au](mailto:investor.relations@growthpoint.com.au) or when appointing a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) prior to **5:00pm (AEDT) on Monday 15 November 2021**. We will endeavour to answer as many of the questions asked as practical during the meeting.

### Securityholder emails

We encourage all Securityholders to receive their security holding information electronically. To change your preference to electronic communications, please login using your securityholder details at [www-au.computershare.com/Investor](http://www-au.computershare.com/Investor).

We thank you for your continued support of Growthpoint and look forward to welcoming you to our virtual AGM.

Geoff Tomlinson  
Independent Chairman

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 (3) 9415 4366 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4.30pm (AEDT) Saturday 20 November 2021**

## Lodge your proxy online:

### Online:

Appoint your proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

**This year you will not receive a hard copy of the Notice of Meeting or Proxy Form. You can request hard copies by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4366 (overseas).**

**Instructions on how to lodge a proxy appointment are available at [www.investorvote.com.au](http://www.investorvote.com.au) and in our Notice of Meeting available on our website at [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).**

**Securityholders are encouraged to appoint a proxy ahead of the AGM even if they plan to attend the AGM.**



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

Growthpoint Properties Australia

Growthpoint Properties Australia Trust  
ARSN 120 121 002

Growthpoint Properties Australia Limited  
ABN 33 124 093 901 AFSL 316409

# 2021 AGM

## Notice of Meeting and Explanatory Notes

**Meeting date:**  
Monday 22 November 2021

**Meeting time:**  
4:30pm (AEDT)

**Registration:**  
4:00pm (AEDT)

If you are unable to attend the Meeting, please lodge your proxy appointment in accordance with the instructions at page 19 in the Notice of Meeting.

space to thrive.

**GROWTHPOINT**  
PROPERTIES



# A message from the Chairman.

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19 October 2021

Dear Securityholder,

On behalf of the Board, I invite you to join us at the 2021 Annual General Meeting of Growthpoint Properties Australia which will comprise an Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited (**Company**) and a meeting of the unitholders of Growthpoint Properties Australia Trust (**Trust**) to be held concurrently at 4:30pm (AEDT) on Monday 22 November 2021 (**Meeting**).

Enclosed is the Notice of Meeting which sets out the business to be dealt with at the Meeting and the accompanying Explanatory Notes.

In light of the continuing impact of the COVID-19 pandemic, the Board has decided to hold the Meeting virtually this year.

Accordingly, Securityholders will not be able to physically attend the Meeting but they will still be able to participate in the Meeting through the Lumi AGM online platform by viewing the Meeting, voting and asking questions in real time. Instructions on how to do so are included in page 17 of the Notice of Meeting.

The items of business to be considered at the Meeting are Growthpoint Properties Australia's FY21 financial reports, adoption of the Remuneration Report, proposed equity grants to the Managing Director pursuant to his short and long-term incentive arrangements and the re-insertion of proportional takeover provisions into the Company's constitution and the insertion of equivalent provisions into the Trust's constitution which will provide Securityholders with the opportunity to vote on any proportional takeover bid.

We are also seeking approval of the re-election of Directors, being myself and Estienne de Klerk, and the election of Deborah Page, who commenced as an independent Director on 1 March 2021.

The Board recommends that Securityholders vote in favour of each resolution to be considered at the Meeting.

The Meeting provides a valuable opportunity for the Board to engage with Securityholders and we encourage you to submit any questions you have in advance of the Meeting, by emailing them to [investor.relations@growthpoint.com.au](mailto:investor.relations@growthpoint.com.au) by 5:00pm (AEDT) on Monday 15 November 2021.

If you do not plan to participate in the Meeting, you may appoint a proxy to attend and vote on your behalf. To be valid, your completed proxy appointment must be received by no later than 4:30pm (AEDT) on Saturday 20 November 2021. Instructions on how to submit your proxy appointment are set out on page 19 of the Notice of Meeting and are available at [investorvote.com.au](http://investorvote.com.au).

On behalf of the Board, I would like to thank you for your continued support of Growthpoint and we look forward to your participation at our 2021 Meeting.

Yours sincerely



**Geoff Tomlinson**  
Independent Chairman  
and Director

A handwritten signature in black ink, appearing to read 'Geoff Tomlinson', written over a faint circular watermark.

Geoff Tomlinson, **Independent Chairman**

# Notice of meeting.

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Notice is given that the Annual General Meeting of shareholders of Growthpoint Properties Australia Limited (**Company**) will be held concurrently with a meeting of unitholders of Growthpoint Properties Australia Trust (**Trust**) (together, **Growthpoint Properties Australia** or **Growthpoint**) as a virtual meeting on Monday 22 November 2021 at 4:30pm (AEDT) (**Meeting**).

Due to the continuing impact of the COVID-19 pandemic, Growthpoint will hold the Meeting virtually through the Lumi AGM online platform. Accordingly, Securityholders will not be able to physically attend the Meeting.

To participate in the Meeting online, you need to log in to the Meeting at [web.lumiagm.com/303222882](http://web.lumiagm.com/303222882) from your computer or mobile/tablet device.

Registration will open at 4:00pm (AEDT) on Monday 22 November 2021 (30 minutes prior to the start of the Meeting).

We encourage you to participate in the Meeting and further details are outlined in the Explanatory Notes (see page 17 – How to Participate in the Meeting). Instructions on how to log in to participate in the Meeting, including browser requirements and asking questions (both in text or audio form) and voting in real time are also available in the AGM Online Guide on Growthpoint's website at [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).

## Items of business

### Item 1: Financial Reports – Company and Trust

To receive and consider the financial reports and the reports of the Directors and the auditors in respect of Growthpoint Properties Australia for the financial year ended 30 June 2021.

**Note:** There is no requirement for Securityholders to approve these reports.

### Item 2: Remuneration report – Company only

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

*“That the Remuneration Report of the Company as contained in Growthpoint Properties Australia's Annual Report for the financial year ended 30 June 2021 be adopted.”*

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

### Item 3: Re-election of Directors – Company only

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions of the Company:

- (a) *“That Mrs Deborah Page be elected as a Director of the Company.”*
- (b) *“That Mr Geoffrey Tomlinson be re-elected as a Director of the Company.”*
- (c) *“That Mr Estienne de Klerk be re-elected as a Director of the Company.”*

## Notice of meeting

continued

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### **Item 4: Grant of FY22 long-term incentive (LTI) performance rights to Managing Director – Company and Trust**

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

*“That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 215,461 Performance Rights to Timothy Collyer as his maximum FY22 LTI opportunity under the Plan and on the terms set out in the Explanatory Notes, is approved.”*

### **Item 5: Grant of FY22 short-term incentive (STI) performance rights to Managing Director – Company and Trust**

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

*“That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 105,475 Performance Rights to Timothy Collyer as the maximum deferred component of his FY22 STI under the Plan and on the terms set out in the Explanatory Notes, is approved.”*

### **Item 6: Re-insertion of proportional takeover provisions – Company only**

To consider and, if thought fit, pass the following as a special resolution of the Company:

*“That the proportional takeover provisions contained in rule 8 of the Company’s constitution (as last approved by Securityholders) be re-inserted and renewed, with effect from the close of the Meeting for a three year period.”*

### **Item 7: Insertion of proportional takeover provisions – Trust only**

To consider and, if thought fit, pass the following as a special resolution of the Trust:

*“That proportional takeover provisions be inserted as clause 20 of the Trust’s constitution, as outlined in the Explanatory Notes and with effect from the close of the Meeting for a three-year period.”*

## **Further information**

For further information about the items of business, please refer to the Explanatory Notes which accompany and form part of this Notice of Meeting.

## **Voting exclusions**

The following voting exclusions apply in respect of voting at the Meeting.

### **Voting exclusion statement for Item 2**

The Company will disregard any votes cast on Item 2:

- > by, or on behalf of, a member of the key management personnel (**KMP**) whose remuneration is disclosed in the Company’s Remuneration Report for the year ended 30 June 2021 or their closely related parties, 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 Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Item 2:
- > in accordance with a direction in the proxy appointment; or



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- › by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to exercise the proxy even though the item is connected with the remuneration of the KMP.

#### **Voting exclusion statement for Items 4 and 5**

Growthpoint Properties Australia will disregard any votes cast on Items 4 or 5:

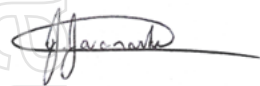
- › in favour of the Item by or on behalf of Timothy Collyer (Managing Director) or any of his associates; or
- › as a proxy by a person who is a member of the KMP at the date of the Meeting or any of their closely related parties.

However, this does not apply to a vote cast on Items 4 or 5:

- › as proxy or attorney for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with a direction given to the proxy or attorney to vote on the relevant Item in that way;
- › by the Chairman of the Meeting as proxy for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with a direction given to the Chairman to vote on the relevant Item as the Chairman decides; or
- › by a Securityholder 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 Securityholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and
- the Securityholder votes on the relevant Item in accordance with directions given by the beneficiary to the Securityholder to vote in that way.

**By order of the Board of the Company and the responsible entity of the Trust.**



Jacqueline Jovanovski  
**Company Secretary**

19 October 2021

# Explanatory notes.

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These Explanatory Notes provide Securityholders of Growthpoint Properties Australia with information in respect of the items of business to be considered at the Meeting.

Securityholders should carefully review these Explanatory Notes, which form part of the attached Notice of Meeting (**Notice**).

## Item 1: Financial reports - Company and Trust

The Growthpoint Properties Australia FY21 Annual Report (comprising the financial report, Directors' report and auditor's report for the Company and the Trust) for the financial year ended 30 June 2021 (**FY21**) was despatched to Securityholders in advance of this Notice. Securityholders can access a copy of the FY21 Annual Report on Growthpoint's website at [growthpoint.com.au/results](http://growthpoint.com.au/results).

Securityholders will be given a reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Securityholders will also be able to ask questions of Growthpoint's auditor, Ernst & Young.

Please email any questions for the auditor to [investor.relations@growthpoint.com.au](mailto:investor.relations@growthpoint.com.au) by no later than **5:00pm (AEDT) on Monday 15 November 2021**. Please note that individual written responses will not be sent to Securityholders.

## Item 2: Remuneration report - Company only

The Remuneration Report for the FY21 financial year is contained in the Growthpoint Properties Australia FY21 Annual Report at pages 36 to 58 (**FY21 Remuneration Report**). It sets out Growthpoint's remuneration framework, policies and practices that were in place during FY21, and details the remuneration paid to Directors and executive KMP for the year. There will be an opportunity for Securityholders at the Meeting to comment on and submit questions about the FY21 Remuneration Report.

Securityholders are being asked to vote on the adoption of the FY21 Remuneration Report (Item 2) in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**). The vote is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Board unanimously recommends that Securityholders vote in favour of adopting the FY21 Remuneration Report.

## Item 3: Election and re-election of Directors - Company only

Mrs Deborah Page was appointed to the Board with effect from 1 March 2021. In accordance with rule 11.1(c) of the Company's Constitution, she retires and is standing for election as a Director of the Company at the Meeting.

Mr Geoffrey Tomlinson and Mr Estienne de Klerk were last re-elected to the Board of the Company at the 2018 and 2019 Annual General Meetings respectively. In accordance with rule 11.1(e) of the Company's Constitution, they each retire and are standing for re-election as Directors of the Company at the Meeting.

Biographical information for Mrs Page and Messrs Tomlinson and de Klerk is set out on the following pages.





### **Deborah Page AM, BEc FAICD FCA**

Mrs Page brings to the Board significant financial expertise from her time at Touche Ross/ KPMG Peat Marwick, where she was a partner. She has also held senior finance and operational roles at a number of leading Australia companies, including the Lendlease Group, Allen, Allen & Hemsley and the Commonwealth Bank. She has specific experience in corporate finance, accounting, audit, mergers and acquisitions, governance, compliance and risk management, capital

markets, insurance and joint venture arrangements.

Mrs Page is also an skilled company director, with experience gained at ASX listed, private, public sector and regulated entities since 2001.

Mrs Page is currently a Non-executive Director of Pandal Group Limited, Brickworks Limited and Service Stream Limited. She was formerly Chair of Investa Office Fund and a former non-executive Director of Investa Property Group, GBST Holdings Limited and Australian Renewable Fuels Limited. She is also a member of Chief Executive Women and was honoured in 2006 as a Member in the General Division of the Order of Australia for services to Public Health, Business and the Accounting Profession.

She is the Chair of the Audit, Risk and Compliance Committee and the Board considers her to be an independent Director.

Checks relating to her background and experience were conducted in alignment with the ASX Corporate Governance Council's Principles and Recommendations prior to her appointment to the Board with effect from 1 March 2021.

The Board considers Mrs Page's extensive financial expertise, her experience in funds management and her diverse experience as a director across a range of industries has added valuable expertise to the Board. In recommending her election, the Board recognises Mrs Page's significant contributions to the Board and as Chair of the Audit, Risk and Compliance Committee. Mrs Page has confirmed that she has sufficient time to meet her responsibilities as a Director of the Company if elected.



### **Geoffrey Tomlinson, BEc**

Mr Tomlinson is an experienced company director and Chairman and brings a broad range of skills and experience to Growthpoint. He has more than 48 years of experience in the financial services industry, including six years as Group Managing Director of National Mutual Holdings.

Mr Tomlinson is currently a Director of Wingate Group Holdings. He was previously a Director of National Australia Bank, including Chairman of its wealth management division MLC. Other companies he has been a Director of include Iress, Amcor, Suncorp, Dyno Nobel, Programmed Management Services and Neverfail Springwater.

Mr Tomlinson was appointed as a Director of the Company in September 2013 and Chairman in July 2014. He is a member of the Audit, Risk and Compliance Committee and the Nomination, Remuneration and HR Committee.

The Board considers Mr Tomlinson to be an independent Director.

The Board also considers that as Chairman, Mr Tomlinson makes a significant and valuable contribution to the work and leadership of the Board and Growthpoint benefits from his extensive experience, including strategy, corporate governance and financial services. Mr Tomlinson has confirmed that he has sufficient time to meet his responsibilities as a Director of the Company and Chairman of the Board if re-elected.



**Estienne de Klerk**, BCom (Industrial Psych), BCom (Hons) (Marketing), BCom (Hons) (Accounting), CA (SA)

Mr de Klerk has 25 years of experience in banking and property finance. He has held senior roles at Growthpoint Properties Limited for over 19 years, with responsibility for mergers, acquisitions, capital raisings and operating service divisions and is currently Growthpoint Properties Limited's Chief Executive Officer, South Africa. Mr de Klerk is also a Director of V&A Waterfront Holdings,

Chairman of the SA REIT Association and was previously President of the South African Property Owners Association.

Mr de Klerk was appointed as a Director of the Company in August 2009 and is a member of the Audit, Risk and Compliance Committee.

The Board does not consider Mr de Klerk to be an independent Director due to his position at Growthpoint Properties Limited, which is the majority Securityholder of Growthpoint Properties Australia.

The Board considers that Mr de Klerk's significant experience in property, corporate finance and strategy and his extensive financial expertise has added valuable expertise to the Board. In recommending his re-election, the Board recognises Mr de Klerk's valuable contributions to the Board and the Audit, Risk and Compliance Committee. Mr de Klerk has confirmed that he has sufficient time to meet his responsibilities as a Director of the Company if re-elected.

The Board (in each case in the absence of the relevant Director) unanimously supports, and recommends that Securityholders vote in favour of, each of Mrs Page's election and the re-elections of Mr Tomlinson and Mr de Klerk.

#### **Items 4 and 5: Grants of performance rights to Timothy Collyer (Managing Director) - Company and Trust**

Mr Collyer's remuneration for the financial year ending 30 June 2022 (**FY22**) is:

- > a total fixed remuneration (inclusive of base salary and superannuation) (**TFR**) of \$1,080,000; and
- > at risk remuneration comprising a:
  - maximum LTI opportunity of 80% of his TFR. This opportunity comprises a grant of 215,461 LTI Performance Rights which vest after a 3-year performance period subject to achievement against the Performance Conditions outlined on pages 9 and 10 (Item 4) (**FY22 Maximum LTI Performance Rights Opportunity**); and
  - maximum STI opportunity of 117.5% of his TFR. This opportunity comprises of a maximum of 105,475 STI Performance Rights (equivalent to 33.33% of the STI opportunity) (**FY22 Maximum STI Performance Rights Opportunity**) (Item 5) and the balance in cash, subject to achievement against the Performance Conditions outlined on page 12 at the end of FY22. Any Performance Rights that remain after testing against the Performance Conditions will then vest in two equal tranches over two years.

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## Approval sought from Securityholders

ASX Listing Rule 10.14 requires a listed entity to obtain the approval of the holders of its ordinary securities before it issues any equity securities under an employee incentive scheme to a director or an associate of a director.

Growthpoint is seeking Securityholder approval in accordance with ASX Listing Rule 10.14 for the grant of Performance Rights under Items 4 and 5 to Timothy Collyer (Managing Director and a Director of the Company), under the Plan and on the terms set out below, as Growthpoint ordinary stapled securities (**Stapled Securities**) may be delivered to Mr Collyer upon vesting of the Performance Rights.

Growthpoint grants Performance Rights under the Plan because they create alignment between the interests of Mr Collyer and Securityholders but do not provide him with the full benefits of Stapled Security ownership unless and until the Performance Rights vest.

If Item 4 or 5 is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Collyer in lieu of the relevant Item.

The approvals sought relate to the at risk equity grants comprising his maximum opportunities for the FY22 year.

### Item 4: Key terms of the FY22 Maximum LTI Performance Rights Opportunity

This item seeks advance approval of the Managing Director's FY22 Maximum LTI Performance Rights Opportunity. Key terms of the grant of these Performance Rights are as follows:

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<b>Maximum Entitlement</b>	Mr Collyer has a maximum LTI opportunity of \$864,000 in respect of the FY22 year (80% of Mr Collyer's FY22 TFR).
<b>Number of Performance Rights</b>	215,461 LTI Performance Rights, which has been determined by dividing Mr Collyer's maximum entitlement by the VWAP of Stapled Securities calculated for the first 10 trading days in FY22 (\$4.01), rounded down to the nearest whole Performance Right.
<b>Performance Period</b>	1 July 2021 to 30 June 2024.
<b>Performance Conditions</b>	<p>The FY22 LTI Maximum Performance Rights Opportunity is subject to equally weighted Performance Conditions based on total securityholder return (<b>TSR</b>) and return on equity (<b>ROE</b>).</p> <p><b>TSR Performance Condition – 50% weighting (TSR Component)</b></p> <p>TSR is defined as being the amount of dividends/distributions paid/payable by Growthpoint during the performance period and the change in the price at which Stapled Securities are traded between the beginning and the end of the performance period.</p> <p>Growthpoint's TSR will be benchmarked relative to the relevant members of the S&amp;P/ASX 200 REIT Accumulation Index over the performance period.</p>

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Performance  
Conditions

(continued)

The proportion of Performance Rights comprising the TSR Component that vest, if any, will be determined by reference to Growthpoint's TSR ranking at the end of the performance period, as set out in the following vesting schedule:

<b>Growthpoint's TSR rank in the relevant comparator group</b>	<b>% of TSR Component that vests</b>
<i>At or below the 50th percentile</i>	Nil
<i>At the 51st percentile</i>	50%
<i>Between 51st and 76th percentile</i>	Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 51st percentile)
<i>At or above 76th percentile</i>	100%

**ROE Performance Condition – 50% weighting (ROE Component)**

ROE measures the total return on equity employed and takes into account both capital appreciation of the assets of Growthpoint and cash distributions of income. The return will be calculated on the starting net tangible assets (NTA) per Stapled Security and includes the change in NTA per Stapled Security over the performance period plus the distributions made as a return on the starting NTA per Stapled Security.

Growthpoint's ROE will be benchmarked relative to the ROEs of the relevant members of the S&P/ASX 200 REIT Accumulation Index over the performance period.

The benchmark will be calculated as the weighted average ROE of those relevant members in the S&P/ASX 200 REIT Accumulation Index. The weighting is by the adjusted index weight of the comparator group, excluding Growthpoint.

The proportion of Performance Rights comprising the ROE Component that vest, if any, will be determined by reference to Growthpoint's ROE performance as set out in the following vesting schedule:

<b>Growthpoint's ROE</b>	<b>% of ROE Component that vests</b>
<i>Below benchmark</i>	Nil
<i>Achievement of benchmark</i>	50%
<i>Between 1% and 2% above the benchmark</i>	Straight line pro rata vesting between 50% and 100%
<i>At 2% or more above benchmark</i>	100%

For both Performance Conditions, the Board has the discretion to adjust the comparator group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the performance period, or where it is no longer meaningful to include a company within the comparator group.

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### Testing of Performance Conditions

The Performance Conditions will be tested once, after the end of the Performance Period, around 31 August 2024. Achievement against the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The number of Performance Rights that vest (if any) will be determined by the Board following completion of testing. Any Performance Rights that do not vest will lapse immediately.

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### Distribution and voting entitlements

Performance Rights have no dividend, distribution or voting rights prior to vesting. Stapled Securities allocated on vesting of Performance Rights have the same dividend, distribution and voting rights as other Stapled Securities.

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### Cessation of employment

#### **Ceasing employment for cause or due to resignation**

Where employment with Growthpoint is terminated for cause or ceases due to resignation (other than due to death, ill health or disability), the Performance Rights will lapse, unless the Board determines otherwise.

#### **Ceasing employment for other reasons**

If Mr Collyer's employment ceases for any reason other than cause or resignation, the Performance Rights will remain on foot and remain subject to their original terms, as though he had not ceased employment. However, the Board retains a discretion to determine to vest or lapse some or all of these Performance Rights.

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### Takeover or Scheme

In summary, the Plan Rules provide that in the event of each of:

- > a takeover bid being recommended by the Board or becoming unconditional; and
- > a scheme of arrangement, reconstruction or winding up of Growthpoint being put to Securityholders,

(Takeover Event) some or all of the Performance Rights may vest or may remain on foot at the Board's discretion.

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### Clawback

The Board has broad 'clawback' powers to determine that Performance Rights lapse, Stapled Securities are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of fraud or dishonesty).

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### **Item 5: Key terms of the FY22 maximum STI Performance Rights opportunity**

Similar to item 4, this item seeks advance approval of the Managing Director's FY22 Maximum STI Performance Rights Opportunity.

The Managing Director has a contractual right to being eligible for an STI opportunity for each year and upfront approval of his maximum STI Performance Rights opportunity for FY22 is being sought for administrative reasons as it allows the rights to be valued in the performance period to which they relate. It also mirrors the approach of the Performance Rights grant for his maximum LTI opportunity for FY22.

## Explanatory notes

continued

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Although Mr Collyer will be granted his maximum Performance Rights in respect of his FY22 STI opportunity if item 5 is approved by Securityholders, he will not be entitled to any rights arising from these Performance Rights until after they have been tested against agreed Performance Conditions at the end of the FY22 year. The Nomination, Remuneration and HR Committee will undertake this assessment, with the Board to approve the Managing Director's FY22 STI achievement and STI award. His STI achievement will be disclosed in the FY22 Remuneration Report, with granted STI Performance Rights to lapse to the extent that the Performance Conditions are not met. In effect, the assessment process to approve the Managing Director's actual STI award for FY22 will be no different to any other year. As in prior years, Securityholders will have the opportunity to vote on the FY22 Remuneration Report at the 2022 Annual General Meeting.

Key terms of the grant of these Performance Rights are as follows:

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<b>Maximum Entitlement</b>	Mr Collyer has a maximum STI opportunity of \$1,269,000 as part of his remuneration for the FY22 year (117.5% of his FY22 TFR), comprised of: <ul style="list-style-type: none"><li>&gt; \$846,042 in cash (66.67% of the maximum STI opportunity); and</li><li>&gt; \$422,958 of the maximum deferred STI Performance Rights (33.33% of the maximum STI opportunity) (Maximum STI Deferred Component).</li></ul>
<b>Number of Performance Rights</b>	It is intended that he be granted 105,475 STI Performance Rights, which has been determined by dividing the Maximum STI Deferred Component by \$4.01, being the VWAP of Stapled Securities over the first 10 trading days in FY22, rounded down to the nearest whole Performance Right.
<b>Performance Period</b>	1 July 2021 to 30 June 2022.
<b>Performance Conditions</b>	The Performance Conditions for Mr Collyer's FY22 maximum STI opportunity are: <ul style="list-style-type: none"><li>&gt; a financial performance component (70% weighting) based on the extent a target funds from operations (FFO) per security measure set by the Board is met and exceeded, with an opportunity of up to 125% of this component if the FFO stretch target set by the Board is achieved; and.</li><li>&gt; a non-financial performance component (30% weighting) to be assessed across measures relating to the following:<ul style="list-style-type: none"><li>– measures relating to the execution of operational and strategic priorities, external stakeholder engagement, corporate reputation and profile, people, culture and leadership;</li><li>– ESG initiatives and diversity targets; and</li><li>– customer satisfaction.</li></ul></li></ul>

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**Testing of Performance Conditions and vesting**

At the end of the performance period, the Board will assess achievement against the Performance Conditions outlined above to determine Mr Collyer's actual STI outcome for the FY22 financial year which will be reported in the FY22 Remuneration Report.

To the extent that the Performance Conditions are not met, a corresponding proportion of his FY22 STI Performance Rights will lapse, with the balance to remain on foot as deferred STI Performance Rights, which will vest as follows:

- > 50% on 30 June 2023; and
- > the balance on 30 June 2024,

subject to service, dealing and forfeiture conditions.

Achievement against the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. In assessing performance against the Performance Conditions, the Board may make any adjustments for abnormal or unusual factors or non-recurring items that the Board, in its discretion, considers appropriate, including in light of the COVID-19 environment, or waive or amend the Performance Conditions.

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**Distribution and voting entitlements**

The STI Performance Rights do not carry any voting rights prior to vesting.

The STI Performance Rights that remain on foot after the Board's assessment will be entitled to a cash amount in lieu of any distributions Mr Collyer would have received as if he held Stapled Securities instead of Performance Rights at the time any distributions are paid by Growthpoint.

Stapled Securities allocated on vesting of the Performance Rights have the same dividend, distribution and voting rights as other Stapled Securities.

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**Cessation of employment**

The treatment of the STI Performance Rights on cessation of employment is the same as the terms of the FY22 LTI Performance Rights Opportunity (Item 4 above).

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**Takeover or Scheme**

The treatment of the STI Performance Rights on the occurrence of a takeover or scheme is the same as the terms of the FY22 LTI Performance Rights Opportunity (Item 4 above). However, if an actual Takeover Event occurs before the Board has exercised its discretion, the STI Performance Rights will vest.

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**Clawback**

The terms applicable in respect of a clawback are the same as the terms of the FY22 LTI Performance Rights Opportunity (Item 4 above).

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#### **Additional information in relation to items 4 and 5:**

- Mr Collyer is the only Director (or associate of a Director) entitled to participate in the Plan under which the STI and LTI awards are granted.
- The ASX Listing Rules require this Notice to state the number and average price of securities received by Mr Collyer under the Plan since its establishment in November 2011. 2,081,873 Performance Rights have been issued to Mr Collyer under the Plan (at no cost) in respect of prior years' LTIs and STIs.
- There are no loans to be granted to Mr Collyer in connection with the Plan.
- If approval is obtained for Items 4 and 5, it is anticipated that the relevant Performance Rights will be granted to Mr Collyer shortly after the Meeting, and in any event, no later than 12 months after the Meeting.
- The Performance Rights comprising Items 4 and 5 will be granted at no cost to Mr Collyer and no amount is payable on vesting of the Performance Rights.
- On vesting, each Performance Right granted to Mr Collyer will entitle him to receive one fully paid Stapled Security which will rank equally with other Stapled Securities.
- Details of any securities issued pursuant to these approvals under the Plan will be published in Growthpoint's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

The Board (with Mr Collyer abstaining) unanimously recommends that Securityholders vote in favour of the proposed resolutions for Items 4 and 5.

#### **Items 6 and 7: Re-insertion of proportional takeover provisions – Company and Trust**

The Corporations Act permits a company or a trust to include provisions in its constitution which enable the company or trust to refuse to register a transfer of shares or units under a proportional (or partial) takeover offer unless a resolution is first passed by securityholders approving the offer.

Proportional takeover provisions were incorporated into the Company's constitution following Securityholder approval at the Company's 2018 Annual General Meeting held on 21 November 2018. Under the Corporations Act and the Company's constitution, these provisions apply for a maximum period of three years, unless renewed earlier. As these provisions will expire on 20 November 2021 (prior to the Meeting), they are proposed for re-insertion and renewal for a further three year period.

Accordingly, a special resolution is being put to Securityholders under sections 136(2) and 648G of the Corporations Act to re-insert the proportional takeover provisions into the Company's constitution as rule 8 in the same form as those approved at the 2018 Annual General Meeting.

As the Company and Trust are stapled, a special resolution is also being put to Securityholders under section 601GC(1)(a) of the Corporations Act to insert equivalent proportional takeover provisions into the Trust's constitution, which will be included as clause 20 and operate in the manner described below.

The Company constitution (including rule 8 for re-insertion) and the Trust constitution (including clause 20 for insertion) can be accessed at: [growthpoint.com.au/corporate-governance](http://growthpoint.com.au/corporate-governance).

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The Board considers that it is in the best interests of Securityholders to insert these provisions in the constitutions of the Company and the Trust.

If approved by Securityholders at the Meeting, rule 8 of the Company's constitution and clause 20 of the Trust's constitution will operate for three years from the date of the Meeting (i.e. until 21 November 2024), unless renewed earlier by special resolution.

The Corporations Act requires the following information to be provided to Securityholders when they are considering the insertion of proportional takeover provisions in a company's constitution.

### **Reasons for having proportional takeover approval provisions**

In a proportional takeover bid, the bidder offers to buy a proportion only (i.e. less than 100%) of each securityholder's shares or units in the target company or trust. This means that control of the company or trust may pass without securityholders having the chance to sell all their shares or units to the bidder. The bidder may take control of the company or trust without paying an adequate amount for gaining control.

To deal with this possibility, the Company and Trust may provide in its constitution that:

- > in the event of a proportional takeover bid being made for shares in the Company or units in the Trust, Securityholders are required to vote by ordinary resolution on whether to accept or reject the offer; and
- > the majority decision of the Securityholders will be binding on all the Securityholders.

The Directors consider that Securityholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of Growthpoint Properties Australia to change without Securityholders being given the opportunity to dispose of all of their Stapled Securities for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Securityholders feeling pressure to accept the bid even if they do not want it to succeed.

### **Effect of the proportional takeover approval provisions**

If a proportional takeover bid is made, the Directors must ensure that Securityholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

To be passed, the resolution must be approved by a majority of votes at the meeting. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's and Trust's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids.

### **Potential advantages and disadvantages**

The potential advantages of the proportional takeover provisions for Securityholders are:

- › they will ensure that all Securityholders will have an opportunity to consider a proportional takeover proposal and the right to decide by majority vote whether an offer under a proportional takeover bid should proceed. This is likely to ensure that a potential bidder structures its offer in a way which is attractive to a majority of Securityholders;
- › they afford Securityholders an opportunity to have a say in the future ownership and control of Growthpoint Properties Australia and Securityholders may avoid being locked in as a minority;
- › the bargaining power of Securityholders may increase and the provisions may ensure that any proportional bid is adequately priced; and
- › knowing the view of the majority of Securityholders may help individual Securityholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

The potential disadvantages of the proportional takeover provisions for Securityholders are:

- › they may discourage proportional takeover bids and may reduce any speculative element in the market price of Stapled Securities arising from the possibility of a takeover offer being made;
- › they may also be considered to constitute an unwarranted additional restriction of the ability of Securityholders to freely deal with their Stapled Securities and could reduce the likelihood of a proportional takeover succeeding; and
- › Securityholders may lose an opportunity to sell their Stapled Securities at a premium where the majority rejects an offer from persons seeking control.

While the insertion of the proportional takeover provisions in the Company's and Trust's constitutions will allow the Directors to continue to ascertain Securityholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

While Growthpoint's proportional takeover provisions have been in effect, there have been no full or proportional takeover bids for Growthpoint Properties Australia. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the Securityholders, respectively, during this period.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

As at the date of this Notice, the Board is not aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in Growthpoint Properties Australia.

**The Board unanimously recommends that Securityholders vote in favour of the proposed resolutions for Items 6 and 7.**

# How to participate at the Meeting.

## Online participation

The Meeting will be made accessible to Securityholders through the Lumi AGM online platform which will allow Securityholders to view the Meeting in real time, vote and ask questions in relation to the business of the Meeting. Visitors will be able to view the Meeting via the Lumi AGM online platform but will not have access to vote or ask questions.

If you choose to participate in the Meeting online, registration will open at 4:00pm (AEDT) on Monday 22 November 2021 (30 minutes prior to the start of the Meeting).

To participate in the Meeting online:

- > you need to log in to [web.lumiagm.com/303222882](http://web.lumiagm.com/303222882) from your computer or mobile/tablet device which has internet access; and
- > when you log in, you will need to provide your:
  - username, which is your SRN/HIN; and
  - password, which is the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders should refer to the AGM Online Guide.

Proxy holders will need to contact Computershare by phone on +61 3 9415 4024 during the online registration period which will open 30 minutes before the Meeting in order to obtain their login details so that they can participate online.

Instructions on how to log in to participate in the Meeting, including asking questions, voting and browser requirements are available in the AGM Online Guide on Growthpoint's website at [growthpoint.com.au/2021-AGM](http://growthpoint.com.au/2021-AGM).

A recording of the Meeting will also be available on our website shortly after the conclusion of the Meeting.



If you require assistance before or during the Meeting please call Computershare on +61 3 9415 4024

## Submitting questions

Securityholders will have the opportunity to ask questions (both in text and audio form) during the Meeting in respect to the items of business.

The Chairman will endeavour to address as many of the questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Securityholders are therefore encouraged to submit questions in advance of the Meeting by emailing [investor.relations@growthpoint.com.au](mailto:investor.relations@growthpoint.com.au) or when appointing a proxy online at [investorvote.com.au](http://investorvote.com.au) by 5:00pm (AEDT) on Monday 15 November 2021. Please note that individual responses will not be sent to Securityholders.

## Technical difficulties

The Chairman has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Securityholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Securityholders are encouraged to appoint a proxy ahead of the Meeting even if they plan to attend the Meeting.

# Information for Securityholders.

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## Voting and voting entitlements

The Board has determined that for the purposes of voting at the Meeting, Stapled Securities will be taken to be held by persons who are registered as Securityholders as at 4.30pm (AEDT) on Saturday 20 November 2021.

Voting on resolutions at the Meeting will be conducted by way of a poll. For a resolution of the Company, on a poll, Securityholders have one vote for every fully paid Stapled Security held. For a resolution of the Trust, on a poll, Securityholders have one vote for every dollar of the total interest they have (calculated by reference to the last sale price of Stapled Securities on the ASX on Friday 19 November 2021).

The resolutions to be put to the Meeting as Items 2 to 5 are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by Securityholders present online or by proxy and entitled to vote. The resolutions to be put to the Meeting as Items 6 and 7 are special resolutions which must be passed by more than 75% of the total votes cast on the resolution by Securityholders present online or by proxy and entitled to vote.

## Corporations and attorneys

A corporate Securityholder who appoints an individual as its corporate representative must ensure that the appointment complies with section 250D (for the meeting of the Company) and 253B (for the meeting of the Trust) of the Corporations Act and must provide Computershare with satisfactory evidence of the appointment by **4:30pm (AEDT) on Saturday 20 November 2021**. A form of the appointment may be obtained by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4366 (overseas).

Where a Securityholder appoints an attorney to act on his or her behalf at the Meeting online, such appointment must be made by a duly executed power of attorney which must be received by Computershare by **4:30pm (AEDT) on Saturday 20 November 2021**.

## Proxies

Growthpoint encourages all Securityholders to submit a proxy vote ahead of the Meeting even if they plan to attend the Meeting online. A Securityholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for them at the Meeting. Proxies need not be Securityholders.

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 satisfactory evidence of the appointment of its corporate representative to Computershare by **4:30pm (AEDT) on Saturday 20 November 2021**.

The proxy appointment enables Securityholders to direct their proxy to vote For, Against, or Abstain from voting on a resolution.

The appointment may specify the proportion or number of votes that the proxy may exercise.

Any directed proxies that are not voted on a poll at the Meeting by a Securityholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.



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Voting exclusions apply to Items 2, 4 and 5 under the Corporations Act and ASX Listing Rules. If you intend to appoint a member of the KMP (other than the Chairman) or any of their closely related parties as your proxy, please ensure that you direct them how to vote on Items 2, 4 and 5 on the proxy appointment. Similarly, if you intend to appoint an associate of Timothy Collyer (Managing Director) as your proxy, please ensure that you direct them how to vote on Items 4 and 5.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for Items 2, 4 and 5 (for example if you wish to vote against or abstain from voting). If you do not direct the Chairman how to vote, by submitting the proxy appointment, you expressly authorise the Chairman to exercise the proxy in respect of Items 2, 4 and 5 as he sees fit.

### **The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.**

If a Securityholder is entitled to cast two or more votes at the Meeting, the Securityholder may appoint two proxies and may specify the proportion or number of votes each proxy may exercise.

Securityholders are requested to show on the appointment a specified number or proportion of the Securityholder's voting rights which the proxy may exercise. If no such proportion is specified, each proxy may exercise half of the Securityholder's votes.

If a Securityholder appoints a proxy but later decides to attend the Meeting themselves, they will be able to vote on the items of business at the Meeting but doing so will invalidate votes cast by their proxy.

### **Lodgement of proxy appointments and authorities**

To be valid, the proxy appointment (and any power of attorney or other original authority under which it is signed or a certified copy of it) must be received no later than **4:30pm (AEDT) on Saturday 20 November 2021** in one of the following ways:

- > **Online:** Proxy appointments can be lodged online at [investorvote.com.au](http://investorvote.com.au) by following the instructions on the website. Securityholders who have elected to receive this Notice electronically or have provided their email address to Growthpoint will have received an email with a link to the Computershare site. You will need your SRN/HIN and your postcode to lodge the proxy appointment online. Securityholders who have not elected to receive this Notice electronically or have not provided their email address to Growthpoint will need a six digit Control Number (being 185739) to lodge the proxy appointment online.

Intermediary online subscribers only (custodians) can lodge a proxy appointment online at [intermediaryonline.com](http://intermediaryonline.com).

- > **Mail or facsimile:** Securityholders who have elected to receive a hard copy of this Notice will also receive a personalised proxy form. All other Securityholders can also request a proxy form or a copy of this Notice by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4366 (overseas). The proxy form must be returned by:
  - post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001;
  - or
  - facsimile to Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

We encourage all Securityholders to receive their securityholding information electronically.

To change your preference to electronic communications, please login using your securityholder details at [www-au.computershare.com/Investor](http://www-au.computershare.com/Investor).

Personal use only

**2021 Annual General Meeting**

Growthpoint Properties Australia  
Level 31, 35 Collins Street, Melbourne VIC Australia  
[growthpoint.com.au](http://growthpoint.com.au)





**Growthpoint Properties Australia**

Growthpoint Properties Australia Limited ACN 124 093 901 AFSL No. 316409  
Growthpoint Properties Australia Trust ARSN 120 121 002

GOZ

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

**Need assistance?**



**Phone:**

1300 850 505 (within Australia)  
+61 (3) 9415 4366 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **4:30pm (AEDT) on Saturday, 20 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of Growthpoint Properties Australia.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Appoint a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Growthpoint Properties Australia hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Growthpoint Properties Australia to be held as a virtual meeting on Monday, 22 November 2021 at 4.30pm (AEDT) **(the Meeting)** and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by submitting this proxy form I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4 and 5 by marking the appropriate box in step 2.

## Step 2 Item of Business

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

		For	Against	Abstain
Item 2	Remuneration Report - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Election of Director - Mrs Deborah Page - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of Director - Mr Geoffrey Tomlinson - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Re-election of Director - Mr Estienne de Klerk - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Grant of FY22 Long Term Incentive (LTI) Performance Rights to Managing Director - Company and Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Grant of FY22 Short Term Incentive (STI) Performance Rights to Managing Director - Company and Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Re-insertion of Proportional Takeover Provisions – Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Insertion of Proportional Takeover Provisions – Trust Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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

