

15 September 2023

# Notice of Annual General Meeting of Stockland Corporation Limited and Meeting of Unit Holders of Stockland Trust

Stockland (ASX:SGP) today lodged the following documents with ASX:

- Notice of Meetings (Annual General Meeting of Stockland Corporation Limited and Meeting of Unit Holders of Stockland Trust); and
- Proxy Form

Documents will be dispatched to securityholders today.

## Hybrid Meetings

The hybrid meetings will be held on Monday, 16 October 2023 at 2.30pm (Sydney time) online at <https://web.lumiagm.com/348003564> and in person at Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.

Securityholders may participate in the meetings online with registration commencing on Monday, 16 October 2023 at 1.30pm (Sydney time) or via phone. If you choose to participate via the online meetings, you will be able to watch online, cast an online vote during the meetings and ask questions online. Participation via phone will allow you to hear the meetings and ask questions via the moderator however voting will need to be by proxy or online.

The meeting will also be webcast on the Stockland website.

## ENDS

This announcement is authorised for release to the market by Ms Katherine Grace, Stockland's Company Secretary.

### Investor enquiries

Ian Randall  
General Manager Investor Relations  
0476 583 634

### Media enquiries

Elizabeth Rex  
General Manager Stakeholder Engagement  
0429 565 170

### Stockland (ASX:SGP)

We are a leading creator and curator of connected communities with people at the heart of the places we create. For more than 70 years, we have built a proud legacy, helping more Australians achieve the dream of home ownership, and enabling the future of work and retail. Today, we continue to build on our history as one of Australia's largest diversified property groups to elevate the social value of our places, and create a tangible sense of human connection, belonging and community for our customers. We own, fund, develop and manage one of Australia's largest portfolios of residential and land lease communities, retail town centres, and workplace and logistics assets. Our approach is distinctive, bringing a unique combination of development expertise, scale, deep customer insight, and diverse talent - with care in everything we do. We are committed to contributing to the economic prosperity of Australia and the wellbeing of our communities and our planet.

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# Letter from the Chairman

## Dear Securityholder,

I am pleased to invite you to the Stockland 2023 Annual General Meetings (AGM) which will take place on Monday, 16 October 2023 at 2.30pm (Sydney time) online at [web.lumiagm.com/348003564](http://web.lumiagm.com/348003564) and in person on Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.

Stockland continues to focus on providing access to our securityholders and has decided to hold this year's AGM as a hybrid meeting. Your views are important to us and we welcome your participation in person or online, by watching the event and asking questions via the Lumi online meeting platform, via phone, or by sending your questions to us prior to the AGM.

Instructions on how to participate are set out in detail on page 04. These channels will provide all securityholders with the ability to comment and ask questions of the Boards<sup>1</sup>, our executives and our auditor.

Stockland Managing Director and Chief Executive Officer, Tarun Gupta and I will provide an overview of the performance of Stockland during the year to 30 June 2023 at the AGM. Detailed information on our performance is provided in Stockland's 2023 Annual Report. The AGM will cover the items of business detailed in this document. There are six resolutions, as detailed in this Notice of Meetings (NOM), for your consideration and, where relevant, vote. The directors standing for re-election will also address the AGM.

## Financial overview

We were pleased to deliver a strong performance for FY23, with Funds From Operations (FFO) toward the upper end of our guidance range.

On a pre-tax basis, FY23 Funds From Operations<sup>2</sup> of \$883 million was up 3.8 per cent relative to FY22. FFO per security of 37.1 cents was up 3.9 per cent, and toward the upper end of our guidance range of 36.4 to 37.4 cents.

As previously flagged, Stockland Corporation Limited returned to an income tax paying position during the year.

On a post-tax basis, FFO for FY23 was \$847 million or 35.6 cents per security.

Our statutory profit was \$440 million compared with \$1,381 million in FY22. The statutory result for FY23 includes \$(250) million<sup>3</sup> of net commercial property devaluations, which also contributed to a decline in our net tangible asset backing (NTA) per security from \$4.31 to \$4.24. Statutory profit in the previous corresponding period included a net revaluation uplift of \$725 million<sup>3</sup>.

The distribution for the year declined by 1.5 per cent to 26.2 cents per security, representing a distribution payout ratio of 74 per cent of post-tax FFO.

Stockland finished the year in a strong capital position, with gearing of 21.9 per cent at the bottom end of our target range of 20-30 per cent. This provides the Group with significant capacity for investment in its strategic priorities.

## Executing our strategy

Our result reflects the strength of our diversified platform and the cumulative results of several years' worth of focus to create a high quality, resilient portfolio and development pipeline. The initial earnings benefits of the refreshed strategy that we announced in November 2021 are also evident, along with our disciplined approach to capital management.

In February 2022, we announced the establishment of two significant capital partnerships – the Stockland Residential Rental Partnership with Mitsubishi Estate Asia, and the M\_Park Capital Partnership with Ivanhoe Cambridge. During the year, we extended our existing relationship with Mitsubishi Estate Asia through an agreement to invest in masterplanned communities, which took effect in July 2023<sup>4</sup>.

We continue to reshape our portfolio in line with our strategic priorities. We completed the divestment of our Retirement Living business in July 2022 and executed on ~\$266 million<sup>5</sup> of non-core Town Centre asset sales over FY23.

These transactions have strengthened our balance sheet, providing capital for redeployment into higher returning

<sup>1</sup> The Boards are comprised of the Directors of Stockland Corporation Limited and Stockland Trust Management Limited as Responsible Entity for Stockland Trust.

<sup>2</sup> Funds from operations (FFO) is determined with reference to the PCA guidelines.

<sup>3</sup> Excludes sundry properties and stapling adjustment, includes investment properties under construction (IPUC) and Stockland's share of equity accounted investments.

<sup>4</sup> Effective 31 July 2023. The Capital Partnership has a non-exclusive mandate to invest in on and off market residential masterplanned community opportunities.

<sup>5</sup> Includes disposal of Stockland Bull Creek, WA, Stockland Riverton, WA and Stockland Gladstone, QLD.



and higher growth initiatives, including the expansion of our Land Lease Communities platform and the realisation of our \$6.4 billion<sup>6</sup> Logistics development pipeline. We continue to add value to our ~\$5.8 billion<sup>6</sup> Workplace and mixed-use development pipeline while maintaining optionality regarding the timing, scope and composition of future development commencements.

We are also positioning our Masterplanned Communities business for the recovery phase of the residential cycle, and leveraging the scale of our landbank to provide product that helps to meet the affordability challenges faced by our customers.

## Focus on sustainable growth

Your Boards and Management team are focused on driving sustainable growth, and extending our ESG ambitions is one of the ways in which we endeavour to achieve this outcome. In 2023, we are proud to present our first Climate Transition Action Plan, together with our refreshed ESG strategy.

Our refreshed ESG strategy sets out our ambitions in the areas of decarbonisation, circularity, social impact and climate resilience<sup>7</sup>, and is focused on making a measurable and meaningful impact through the implementation of practical, commercially viable initiatives.

We have identified a pathway to achieving our decarbonisation goals, and have brought forward our net zero target for scope 1 and 2 by three years, to 2025<sup>8,9</sup>. We are working to halve our most material scope 3 emissions by 2030, and are targeting net zero for scope 1, 2 and 3 emissions by 2050<sup>9</sup>.

Circularity principles will be embedded throughout the business, designed to reduce our use of virgin materials, and find alternative uses for materials to stay in the system longer. This is coupled with a focus on resilience, where we will use our comprehensive view of climate-related risk to more effectively allocate capital and operational expenditure to strengthen our portfolio.

Our focus on measurable impact extends to our social impact ambitions. Our goal is to create ~\$1 billion of social value by 2030<sup>10</sup>, targeting areas such as First Nations engagement and our role in delivering affordable and sustainable housing solutions.

## Boards and executive leadership

FY23 is Stockland's Leadership Team's first full year of operations, following Tarun Gupta's appointment as our Managing Director and Chief Executive Officer, and the reset of our executive leadership team over FY21-22. The strength and experience of this team has been evident through this period of market uncertainty and continues to position us well for sustainable growth.

At the AGM, I will be standing for re-election for a fourth term, alongside Kate McKenzie and Andrew Stevens who are seeking re-election for their second and third terms respectively. These re-elections (with appropriate Directors abstaining from voting) are unanimously supported by the Boards.

Our Boards today contain significant experience and expertise. We also have an ongoing focus on board renewal as part of our ongoing commitment to good governance.

## Remuneration and performance rights

Resolutions 5 and 6 relate to remuneration.

Resolution 5 seeks your approval of the Remuneration Report for Full Year 2023 (FY23). The Remuneration Report sets out how our executive remuneration framework supports the business strategy and includes details of short-term and long-term incentive outcomes for key management personnel for FY23.

Resolution 6 relates to the grant of performance rights to Managing Director and Chief Executive Officer, Mr Tarun Gupta. Mr Gupta's participation in the performance rights plan ("PRP") forms part of his usual remuneration arrangements. The Boards (excluding Mr Gupta) believe that participation in the PRP by Mr Gupta, on the terms and conditions described in the NOM, is an appropriate equity based incentive given his responsibilities and commitment.

If you plan to attend the AGM in person, please bring the enclosed proxy form with you to facilitate your registration, which will commence at 1.30pm.

Thank you for your continued support during the year and I look forward to speaking to you at the AGM.

Yours sincerely,

**Tom Pockett**  
Chairman  
15 September 2023

<sup>6</sup> Forecast end value on completion, subject to relevant approvals.

<sup>5</sup> Includes disposal of Stockland Bull Creek, WA, Stockland Riverton, WA and Stockland Gladstone, QLD.

<sup>7</sup> Roadmap for achieving our ESG targets and the material assumptions, uncertainties and dependencies associated with those targets, are set out in Stockland's Climate Transition Action Plan (CTAP) 2023, available on our website.

<sup>8</sup> Offsets of residual emissions will commence in FY26 and will be subject to third-party offset verification and assurance. Emissions removal carbon credits will be preferred where possible. The 2030 scope 3 target includes GHG Protocol Categories 1 (purchased goods and services) and 13 (leased assets), which collectively represent approximately 89 per cent of Stockland's scope 3 emissions.

<sup>9</sup> Stockland's emissions reduction targets have been prepared by reference to criteria set out by the Science Based Targets Initiative (SBTi). The targets have been reviewed by Ernst & Young (EY), which has provided limited assurance in relation to their alignment with the published SBTi criteria. Stockland has also submitted its targets to SBTi for validation.

<sup>10</sup> We define social value creation as our intentional effort and investment to deliver social, economic and/or environmental benefits for our communities and broader society. EY was engaged to provide limited assurance over Stockland's approach to defining, measuring, and calculating the social value target – for further detail refer to our FY23 Annual Report available on the Stockland website.

# How to participate in the Meetings

The Stockland Corporation Limited (**the "Company"**) Annual General Meeting ("**AGM**") will be held in conjunction with a meeting of unitholders of Stockland Trust (**the "Trust"**) at **2.30pm** (Sydney time) on **Monday, 16 October 2023** as a hybrid meeting (together, the "**Meetings**")

## There are a number of ways to participate in the meetings:

- **In Person:** securityholders and proxyholders are welcome to attend the Meetings in person where they may ask questions and vote
- **Online:** securityholders and proxyholders are encouraged to participate in the Meetings online, which will allow them to view a live webcast, ask questions in writing and vote
- **Teleconference:** for securityholders and proxyholders who are unable or do not wish to access the meetings online, this will allow them to listen to the Meetings live and ask questions on the telephone, but not vote. Voting will need to be in person, by proxy or online
- **Webcast (no questions or voting):** securityholders and proxyholders may view the Meetings live through the Stockland website, however they will not be able to ask questions or vote

### In Person participation (including voting)

The Meetings will be held at Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.

### Live online participation (including voting)

Securityholders and proxyholders will be able to participate in the meeting online by visiting [web.lumiagm.com/348003564](http://web.lumiagm.com/348003564) on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox). Online and in person registration will open at **1.30pm** (Sydney time) on **Monday, 16 October 2023** (one hour before the meeting). For further detail, please refer to the user guide on our website at [www.stockland.com.au/investor-centre/agm](http://www.stockland.com.au/investor-centre/agm)

### Proxy voting and proxyholder participation

Stockland encourages all securityholders to submit a proxy vote online ahead of the Meetings. Proxy votes can be lodged at [www.investorvote.com.au](http://www.investorvote.com.au). Further information on lodging a proxy vote ahead of the Meetings is available on pages 10 and 11 of this NOM booklet.

### Webcast (no questions or voting)

The Meetings will be webcast live through the Stockland website. Non-securityholders may view the webcast by registering online as a guest. As the webcast is view only, those viewing the webcast through the Stockland website will not be able to vote or ask questions. The Meetings will be recorded and will be available on the Stockland website shortly after the event at [www.stockland.com.au/investor-centre/agm](http://www.stockland.com.au/investor-centre/agm)

### Accessibility requirements

Stockland supports accessibility and in an effort to accommodate securityholders with accessibility needs in order to attend our Meetings comfortably, please contact us a minimum of 72 hours prior to the Meetings on **+61 2 9035 2000**.

### Questions

Only securityholders may ask questions in person, online and by the teleconference. It may not be possible to respond to all questions. Securityholders may also lodge questions prior to the meeting by emailing their question to [InvestorRelations@stockland.com.au](mailto:InvestorRelations@stockland.com.au) by **Wednesday, 11 October 2023**.



## How to participate online



### Login

Securityholders and proxyholders are encouraged to watch and participate in the Meetings virtually via the online platform by using your **smartphone, tablet or computer** and entering the following URL in your browser **[web.lumiagm.com/348003564](http://web.lumiagm.com/348003564)**



### Voting online

Once polls are open, securityholders and proxyholders can vote by clicking on the bar chart icon.

To receive your unique username and password, please contact Computershare Investor Services on **+61 3 9415 4024** during the online registration period which will open one hour before the start of the Meetings.



### Ask a question online

Click the question icon to submit a question.

**The meeting ID for Stockland's AGM is: 348-003-564**

- You will then need to enter your SRN/HIN which is located on your Proxy Form
- Then enter your postcode or country code (country codes are located in the online meeting user guide) available at [www.stockland.com.au/investor-centre/agm](http://www.stockland.com.au/investor-centre/agm)

Proxyholders will need to contact Stockland's share registry, Computershare Investor Services Pty Limited (Computershare), on +61 3 9415 4024 to obtain their login details to participate live online. Non-securityholders may login using the guest portal on the Lumi AGM platform.

## How to participate by teleconference



### Dial-in details

Securityholders and proxyholders who are unable or do not wish to access the meeting online can dial into the teleconference by dialing +61 3 4240 6172.

Securityholders will be able to listen to the meeting live and ask questions on the telephone. Participants cannot vote using the teleconference facility.



### Asking a question on the teleconference

Once you have dialled into the teleconference please follow the prompts to ask a question.

### For Assistance

If you require assistance before or during the meeting please call Lumi on **+61 2 8075 0100**

## How to participate in person

Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.



### Train

The closest train station is Town Hall. St James and Martin Place stations are also nearby.



### Bus

State Transit buses stop along York, Castlereagh and Elizabeth Streets.



### Light Rail

The Queen Victoria Building light rail station is closest to the venue.



### Parking

There is paid parking available in Pitt Street and Castlereagh Street.

For more information about transit routes please call 131 500 or visit [www.transportsw.info](http://www.transportsw.info) to plan your trip.

# Notice of Meetings

Annual General Meeting of Stockland Corporation Limited (the "**Company**") and meeting of unitholders of Stockland Trust (the "**Trust**")

**Notice is given that the Annual General Meeting of shareholders of the Company will be held in conjunction with a meeting of unitholders of the Trust (together, the "Meetings").**

Securityholders may participate in the meetings in person and online with registration commencing on **Monday, 16 October 2023 at 1.30pm** (Sydney time) or via phone. If you chose to participate in the Meetings online, you will be able to watch the Meetings, cast a vote and ask questions through the online portal during the Meetings. Participation via phone will allow you ask questions via the moderator, however voting will need to be by proxy or online.

## DATE

Monday, 16 October 2023

## TIME

2.30pm (Sydney time)

## PLACE

In person at Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000 ("**Piccadilly**")

Online at [web.lumiagm.com/348003564](https://web.lumiagm.com/348003564) or via phone on **+61 3 4240 6172** for Australian and international securityholders.

The Directors of the Company, (the "**Company Board**") the Directors of Stockland Trust Management Limited ("**STML**") as Responsible Entity for the Trust, (the "**Trust Board**", and together with the Company Board, the "**Boards**") as well as senior management will attend the Meetings at Piccadilly.



**Image caption:**  
(From left to right) Tom Pockett, Tarun Gupta





# Ordinary Business of the Company and the Trust

## 1. Financial Statements and Report

As required by section 317 of the Corporations Act 2001 (Cth) (**Corporations Act**), the Annual Financial Report, including the Directors' Report and Financial Statements for the year ended 30 June 2023, together with the Independent Auditor's Report will be laid before the Meetings. The combined reports of the Company and the Trust for the year ended 30 June 2023 will also be laid before the Meetings. No resolution is required for this item of business.

## 2. Re-election of Director – Tom Pockett

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

"That Mr Tom Pockett, who retires in accordance with the Company's Constitution and being eligible and having offered himself for re-election, is re-elected as a Director of the Company."

Mr Pockett was appointed to the Boards on 1 September 2014 and became Non-Executive Chairman on 26 October 2016. He has extensive experience in both property and financial sectors having held a number of senior executive positions including Chief Financial Officer and Executive Director of Woolworths Limited, Deputy Chief Financial Officer at the Commonwealth Bank of Australia and several senior finance roles at Lendlease.

Mr Pockett is also the Chairman of Insurance Australia Group Limited.

In addition to his role as the Chair of the Stockland Board, Mr Pockett is a member of the People and Culture Committee.

**The Directors of the Company Board (with Mr Pockett abstaining) unanimously recommend the re-election of Mr Pockett to the Company Board.**

## 3. Re-election of Director – Kate McKenzie

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

"That Ms Kate McKenzie, who retires in accordance with the Company's Constitution and being eligible and having offered herself for re-election, is re-elected as a Director of the Company."

Ms McKenzie was appointed to the Boards on 2 December 2019. Ms McKenzie's executive career included over 30 years' experience in the telecommunication and government sectors in Australia, New Zealand and Hong Kong. She was most recently the Chief Executive Officer of Chorus, New Zealand's largest provider of telecommunications infrastructure, a top 50 New Zealand Stock Exchange listed company.

Prior to this, Ms McKenzie held several senior roles at Telstra from 2004 – 2016, including Chief Operating Officer, where she oversaw the group's extensive property portfolio, and seven years in senior roles in NSW Government, including the Department of Commerce and the Department of Industrial Relations.

Ms McKenzie is currently the Chair of NBN Co Limited, and a director of Healius Limited and AMP Limited.

Ms McKenzie is a member of the Audit Committee, Sustainability Committee and Nominations Committee.

**The Directors of the Company Board (with Ms McKenzie abstaining) unanimously recommend the re-election of Ms McKenzie to the Company Board.**

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## 4. Re-election of Director – Andrew Stevens

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

“That Mr Andrew Stevens, who retires in accordance with the Company’s Constitution and being eligible and having offered himself for re-election, is re-elected as a Director of the Company.”

Mr Stevens was appointed to the Boards on 1 July 2017. Mr Stevens’ executive career at Price Waterhouse, PricewaterhouseCoopers and IBM, has provided him with experience in change management and in business and ICT programme design and risk evaluation, governance and delivery, and in business transformation and regional/global expansion.

Mr Stevens is Chairman of the Board of Industry Innovation and Science Australia, and the Chairman of the Data Standards for the Consumer Data Right in Australia. Mr Stevens also serves as a Director of oOh!Media Limited.

Mr Stevens is a member of the Champions of Change.

Mr Stevens is Chair of the Sustainability Committee and a member of the Risk Committee and People and Culture Committee.

**The Directors of the Company Board (with Mr Stevens abstaining) unanimously recommend the re-election of Mr Stevens to the Company Board.**

## 5. Approval of Remuneration Report

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

“That the Company’s Remuneration Report for the financial year ended 30 June 2023 be adopted.”

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

**The Directors of the Company Board unanimously recommend that securityholders vote in favour of this resolution.**

## 6. Grant of Performance Rights to Managing Director

**To consider and, if thought fit, to pass the following resolution as separate ordinary resolutions of each of the Company and the Trust:**

“That approval is given for all purposes, including under the Corporations Act and the Listing Rules of ASX Limited, for:

- the participation in the Stockland Performance Rights Plan by Mr Tarun Gupta, Managing Director as to 740,248 performance rights as part of his 2024 financial year remuneration; and
- the issue to and acquisition by Mr Tarun Gupta, Managing Director of performance rights and, in consequence of vesting of those performance rights, of Stockland Stapled Securities,

in accordance with the Stockland Performance Rights Plan Rules as amended from time to time and on the basis described in the Explanatory Statement on Items of Business accompanying the Notice of Meeting convening these Meetings.”

**The Directors of the Boards, other than Mr Gupta, unanimously recommend that securityholders vote in favour of this resolution.**

Stockland will disregard any votes cast on Resolutions 5 and 6 in accordance with the voting exclusions which are set out in the section titled 'Background information'.

Information concerning Resolutions 5 and 6 is set out in the Explanatory Statement accompanying this Notice of Meeting.

**By order of the Boards.**



**Katherine Grace**  
Company Secretary  
15 September 2023



# Background information

## Participating in the meeting

The Boards have decided to hold this year's Meetings as a hybrid meeting to continue to facilitate increased accessibility and engagement for securityholders. While securityholders may attend the meeting in person, the Company and the Trust have implemented some initiatives to enable all securityholders to have the opportunity to participate in the Meetings remotely. Securityholders who are unable to attend by proxy have the option of viewing the Meetings, voting and asking questions in real-time using the online platform.

Should it become necessary or appropriate, Stockland will advise securityholders of any alternative arrangements by making an announcement to the ASX and on its website.

Online voting will open between the commencement of the Meetings at 2:30pm (Sydney time) on Monday 16 October 2023 and the time at which the Chairman announces the closure of voting.

Online registration will commence at 1.30pm (Sydney time). We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meetings using the instructions found in the Annual General Meeting Online Guide which is available on Stockland's website at [www.stockland.com.au/investor-centre/agm](http://www.stockland.com.au/investor-centre/agm).

Securityholders may also participate in the Meetings by phone using **+61 3 4240 6172**. Phone lines will be open at least 15 minutes prior to the scheduled start time for the Meetings. Securityholders that join the Meetings by phone will have the option of asking questions in real-time using the moderated phone line. However, securityholders that join the Meetings by phone will not be able to vote by phone. Instead, securityholders will need to vote using the online platform or by proxy.

In the event that technical issues arise, the Company and the Trust will have regard to the impact of the technical issue on the securityholders and the Chairman of the Meetings may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the Meetings if it is appropriate to do so.

AUSLAN interpreters can be made available on request at the physical venue during the Meetings and seats will be reserved in front of the interpreters for those securityholders who require this service. If you require this service please also contact visitor registration prior to the commencement of the Meetings. If you have any other accessibility requests that are required to ensure your comfortable participation in the Meetings, please contact us at **+61 2 9035 2000** a minimum of 72 hours prior to the Meetings so we can endeavour to respond appropriately.

## Quorum and voting

The constitution of the Company provides that at least five securityholders present in person or by proxy constitute a quorum. The constitution of the Trust provides that at least five securityholders present in person or by proxy who together hold at least 20 per cent of all units entitled to vote represent a quorum. The quorum must be present at all times during the Meetings.

If a quorum is not present within 30 minutes after the scheduled time for the Meetings, the Meetings will be adjourned. The Boards have decided that the adjourned meetings will be held immediately after the adjournment. Members present (being at least two) in person or by proxy 30 minutes after the commencement of the adjourned meetings will constitute a quorum.

On a show of hands each securityholder present in person or by proxy has one vote. On a poll:

(a) in the case of a resolution of the Company, each shareholder has one vote for each share held in the Company; and

(b) in the case of a resolution of the Trust, each unit holder has one vote for each \$1.00 of the value of the Units held in the Trust.

All of the resolutions are **ordinary resolutions** which must be passed by more than 50 per cent of the total votes cast on the resolution by securityholders present in person or by proxy and entitled to vote.

## Stapled Securities

The Company and the Trust only have Stockland Stapled Securities ("**Stapled Securities**") on issue. A Stapled Security consists of a share in the Company and a unit in the Trust. These securities are "stapled" together and quoted jointly on the ASX.

## Individuals

If you plan to attend the Meetings in person, we ask that you arrive at the meeting venue at least 30 minutes prior to the designated time so we may validate the number of votes you hold, record your attendance and provide you with your voting cards. Information on how to get to the Meetings can be found on page 4 of this Notice of Meeting.

If you plan to join the Meetings online, online registration will commence at **1.30pm** (Sydney time).

We recommend logging into the online platform or dialling into the phone line at least 15 minutes prior to the scheduled start time for the Meetings using the instructions found in the Annual General Meeting Online Guide which is available on Stockland's website at [www.stockland.com.au/investor-centre/aggm](http://www.stockland.com.au/investor-centre/aggm).

## Corporations

In order to attend and vote by poll at the Meetings, a securityholder which is a corporation must appoint a person to act as its representative or appoint a proxy. The appointment of a corporate representative must comply with Sections 250D and 253B of the Corporations Act.

The representative should be able to provide evidence of his or her appointment including any authority under which it is signed if requested.

## Voting entitlements

Pursuant to Corporations Regulation 7.11.37, the Boards, as applicable, have determined that subject to the voting exclusions set out below, the holding of each securityholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting of the Company and the meeting of unit holders of the Trust will be as it appears in the Share/Unit Register at 7.00pm (Sydney time) on **Saturday 14 October 2023**.

### Voting exclusions – Resolution 5

A vote must not be cast (in any capacity) on Resolution 5:

- by or on behalf of the Company's key management personnel (including the Directors) ("**KMP**") details of whose remuneration are included in the Remuneration Report or their closely related parties, whether as a securityholder or as a proxy; or
- as a proxy by a person who is a KMP at the date of the Meetings or their closely related parties.

However, a vote may be cast on Resolution 5 by a KMP, or a closely related party of a KMP ("**voter**"), if either:

- the voter is appointed as a proxy in writing that specifies how the proxy is to vote on Resolution 5; or
- the voter is the Chairman of the Meetings casting the vote as a proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the Meetings intends to vote undirected proxies in favour of Resolution 5.

### Voting exclusions – Resolution 6

A vote must not be cast on Resolution 6 by a KMP at the date of the Meetings or their closely related parties, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Resolution 6. However, this restriction on voting undirected proxies does not apply to the Chairman of the Meetings acting as proxy for a person entitled to vote on Resolution 6 and their appointment expressly authorises the Chairman of the Meetings to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with the Listing Rules of ASX, the Company and STML will disregard any votes cast in favour of Resolution 6 by or on behalf of the Managing Director or an associate of the Managing Director. However, this does not apply to a vote cast in favour of Resolution 6 by:

- a. the Managing Director or any associate of the Managing Director as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- b. the Chairman of the Meetings, as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on Resolution 6 as the Chairman decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
  - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with Section 253E of the Corporations Act, STML and its associates are not entitled to vote on any resolution of the Trust if they have an interest in the resolution other than as a member of the Trust.

The Chairman of the Meetings intends to vote undirected proxies in favour of Resolution 6.

## Proxies

If you are unable or do not wish to attend the Meetings online, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a securityholder.

If a securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the securityholder's votes.

If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the Meetings and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meetings by completing the form located at [www.investorcentre.com](http://www.investorcentre.com).



If a securityholder appoints the Chairman of the Meetings as their proxy or the Chairman of the Meetings is appointed as the securityholder's proxy by default, and the securityholder does not mark a voting box for Resolutions 5 and 6 then by signing and returning the proxy form the securityholder will be expressly authorising the Chairman of the Meetings to exercise the proxy in respect of the relevant resolution even though the resolution is connected directly or indirectly with the remuneration of the KMP of Stockland.

The Chairman of the Meetings intends to vote all undirected proxies in favour of Resolutions 2 to 6.

## Voting at the meetings

Voting on each of the proposed resolutions at the Meetings will be conducted by poll.

Securityholders participating online may vote by submitting an online vote in accordance with any voting instructions communicated by Stockland at or prior to the Meetings.

Further information as to how to participate online and the terms and conditions of online participation can be found on pages 4 and 5 of this Notice of Meeting booklet or in the Annual General Meeting Online Guide, which is available on Stockland's website at [www.stockland.com.au/investor-centre/aggm](http://www.stockland.com.au/investor-centre/aggm).

## Lodging proxy forms

Securityholders are able to lodge proxies by electronic means, by facsimile, or by mail. If securityholders wish to lodge their proxies by electronic means, they should do so through Stockland's Registry website ([www.investorvote.com.au](http://www.investorvote.com.au)).

To use the online lodgement facility, securityholders will need their Voting Access Code as shown on your proxy form. You will be taken to have signed the proxy appointment if you lodge it in accordance with the instructions on the website.

A proxy cannot be appointed online if they are appointed under a power of attorney or similar authority.

Please read the instructions for the online proxy facility carefully before you submit your proxy appointment using this facility.

If you receive securityholder communications by email, your Notice of Meeting email will include a link to the online proxy appointment site and your Voting Access Code.

Alternatively, securityholders may complete the enclosed proxy form and return it in the reply paid envelope provided. The proxy form must be received at Stockland's registered office or by Stockland's registry using the reply paid envelope or by posting, delivery or facsimile to:

**Stockland Security Registry**  
**c/- Computershare Investor Services Pty Limited**  
**Level 3, 60 Carrington Street, Sydney NSW 2000**  
**GPO Box 242, Melbourne VIC 3001**  
**Facsimile No. (03) 9473 2555**

Proxy forms must be received no later than **2.30pm** (Sydney time) on **Saturday, 14 October 2023**. As a practical matter, if you are posting or hand delivering your proxy form, the proxy form needs to be received by 5:00pm on **Friday 13 October 2023**.

The proxy form enables a securityholder to vote for or against, or abstain from voting on a resolution. A securityholder may direct the proxy holder how to vote in respect of each resolution.

## Submission of written questions to the Company, the Trust or Auditor prior to the Meetings

A securityholder who is entitled to vote at the Meetings may submit a written question to the Company, Trust or Auditor in advance of the Meetings:

- about the business of the Company or Trust;
- about the Remuneration Report (see Explanatory Statement); or
- if the question is directed to the Auditor, provided it relates to:
  - the content of the Auditor's Report to be considered at the Meetings;
  - the conduct of the audit or the Auditor's independence; or
  - the accounting policies adopted by Stockland in relation to the preparation of the Financial Statements.

Written questions may be sent to the Company and the Trust at:

**By mail:** Attention: Company Secretary, Stockland Group, Level 25, 133 Castlereagh Street, Sydney NSW 2000  
**By email:** [InvestorRelations@stockland.com.au](mailto:InvestorRelations@stockland.com.au)

**All written questions must be sent to and received by the Company no later than 5.00pm (Sydney time) on the day that is five (5) business days before the date of the Annual General Meeting.**



# Explanatory Statement

This Explanatory Statement contains further information about the resolutions that will be considered at the Annual General Meeting of the Company and the meeting of unit holders of the Trust to be held on **Monday, 16 October 2023**

**The Meetings are important. You should read this Explanatory Statement and the enclosed Notice of Meetings carefully and, if necessary, seek your own independent advice on any aspect about which you are not certain.**

## Ordinary Business of the Company

### Resolution 5– Approval of Remuneration Report

The Company is required by the Corporations Act to submit its Remuneration Report to securityholders for consideration and adoption by way of a non-binding resolution at the Annual General Meeting of the Company. This resolution is advisory only and does not bind the Directors or the Company.

Stockland's Remuneration Report can be found on page 78 to 99 of the 2023 Annual Report via the Stockland website.

If the Remuneration Report receives a "no" vote of at least 25 per cent at the Meetings (constituting a first strike), and then again at the 2024 Annual General Meeting (constituting a second strike), a resolution must be put to securityholders at the 2024 Annual General Meeting (spill resolution) as to whether another meeting of securityholders should be held within 90 days at which all Directors (other than the Managing Director) who were in office at the date of the relevant Directors' Report must stand for re-election. Stockland's Remuneration Report was approved by approximately 96 per cent of securityholders who voted at the 2022 Annual General Meeting.

The Boards view setting remuneration policies as one of its most important responsibilities – ensuring that Stockland's remuneration policies and practices are fair, responsible and competitive.

The Chairman of the Meetings will give securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. Although this vote does not bind the Company, the Boards intend to take into account securityholder feedback and the outcome of the vote when considering Stockland's future Remuneration Policy.

**The Directors of the Boards unanimously recommend that securityholders vote in favour of this resolution.**

### Resolution 6– Managing Director participation in the Performance Rights Plan ("PRP") as part of his 2024 financial year remuneration

The Boards propose to offer participation in the PRP to the Managing Director, Mr Tarun Gupta, who is eligible to participate in the PRP as an Executive Director. Mr Gupta's participation in the PRP forms part of his usual remuneration arrangements. Under Listing Rule 10.14, ASX requires that securityholders approve any acquisition of equity securities under an employee incentive scheme by a Director. Accordingly, securityholder approval is sought for the grant of 740,248 performance rights to Mr Gupta and in consequence of vesting of those performance rights, the acquisition of Stapled Securities by Mr Gupta, in accordance with the PRP Rules and on the terms and conditions summarised in this Explanatory Statement.

### Stockland remuneration policy

Stockland's remuneration policy aims to ensure executive remuneration is commensurate with the executive's position and responsibilities, competitive with market standards, linked with Stockland's strategic goals and performance, and aligned with the interests of securityholders. For example, Stockland uses equity awards such as performance rights to strengthen the alignment between executives and securityholders.

Remuneration consists of a fixed annual component and a performance related component (including participation in the PRP). The Directors of the Boards (excluding Mr Gupta) believe that participation in the PRP by Mr Gupta, on the terms and conditions described below, is an appropriate equity based incentive given his responsibilities and commitment. In the Boards' view, participation by Stockland senior executives in the PRP is an important part of the Boards' strategy for retaining key talent and motivating them to improve Stockland's performance.



## LTI structure for FY24

Stockland has a clear strategy, designed to deliver strong through the cycle returns for our securityholders. One of the core principles underpinning our long-term incentive plan is to provide a direct link between Stockland's securityholders and executive reward in a simple and transparent manner.

With a strong balance sheet, Stockland is well placed to execute our strategy and deliver relative outperformance for all stakeholders. As such, the Boards consider that relative Total Securityholder Return ("**Relative TSR**"), remains an appropriate measure.

As noted at the 2022 AGM, to provide executives with stronger line of sight over LTI outcomes while driving security price growth, in FY23 the Board introduced a second LTI measure in the form of absolute Total Securityholder Return ("**Absolute TSR**") measure for 40 per cent of the LTI.

The combination of Relative TSR and Absolute TSR creates a strong alignment between our executives and the interests and experience of our securityholders.

### Level of participation

The level of participation offered to Mr Gupta under the PRP has been determined with reference to market practice and within the framework of Stockland's remuneration philosophy as set out in the Remuneration Report. The target LTI amount for the Managing Director is 200 per cent of fixed pay (which includes salary, superannuation and packaged benefits). Consistent with the LTI structure for FY23 approved at the 2022 AGM, the maximum vesting opportunity for Mr Gupta and other participants for FY24 is 150 per cent.

The number of rights allocated to all participants in the Performance Rights Plan was determined by dividing their LTI amount by the volume weighted average price of Stapled Securities for the 10 trading days post 30 June 2023 (which was \$4.0527, rounded up to the nearest whole number).

We consider that this design is the most suitable for Stockland during this period of transformative growth. We are also conscious that as we deliver on our strategy, retaining our best people will be increasingly critical. The ability to reward them more competitively for delivering strong securityholder returns provides a compelling proposition for the executive team to remain in place during the execution of the strategy.

While securityholder approval under this resolution is sought for the vesting opportunity at 150 per cent, the Managing Director will only receive this additional reward in circumstances where management delivers significant above target securityholders returns, both relative and absolute, as set out in detail in this Explanatory Statement.

## Performance conditions or proposed grants

1. The performance conditions will be measured over a three year period from 1 July 2023 to 30 June 2026 ("**performance period**").
2. The measures used to determine performance are Relative TSR for 60 per cent of the performance rights granted to the Managing Director in respect of his remuneration, and Absolute TSR for 40 per cent of the performance rights granted to the Managing Director.

### How TSR is calculated

Total Securityholder Return ("**TSR**") measures the growth in the price of securities plus cash distributions notionally reinvested in securities. TSR growth for Stockland and the companies in the Peer Benchmark will be calculated as follows:

- TSR will be measured over the performance period and calculated by an independent third party;
- For the purpose of this measurement, Stockland's security price and the Index will be averaged over the three months preceding the start and end date of the performance period;
- Dividends or distributions will be assumed to have been re-invested on the ex-dividend date; and
- Tax and any franking credits (or equivalent) will be ignored.

Letter from  
the Chairman

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## Relative TSR Targets

In order for the Relative TSR grant to vest, Stockland's TSR must be greater than the growth in the applicable Relative TSR hurdle. The Relative TSR hurdle is a weighted, composite TSR benchmark for a peer group comprising of 17 companies in the ASX 200/ Australian Real Estate Investment Trust Index other than Charter Hall Group, Cromwell Property Group, Goodman Group, Home Consortium Limited, Waypoint and Stockland ("**Peer Benchmark**"). Each of the five largest capitalised companies from the Peer Benchmark has been allocated a 16 per cent weighting, while each of the other twelve smaller capitalised companies has been allocated a 1.67 per cent weighting. The proportion of the Relative TSR grant that vests will be as follows:

TSR of Stockland compared to Index growth over the three-year period	Proportion of the Relative TSR grant vesting	Worked example of total Stapled Securities issued or transferred upon vesting based on Mr Gupta's proposed FY23 grant
Less than or equal to the TSR Peer Benchmark	0 per cent	None
Greater than the TSR Peer Benchmark (threshold target)	50 per cent	222,074 Stapled Securities (being 50 per cent of the 444,149 Performance Rights subject to Relative TSR)
Up to 10 per cent greater than the TSR Peer Benchmark	Proportion of Relative TSR grant vesting increases in a straight line between 50 per cent and 100 per cent	Between 222,074 and 444,149 Stapled Securities (being between 50 per cent and 100 per cent of the 444,149 Performance Rights subject to Relative TSR)
10 per cent to 15 per cent greater than the TSR Peer Benchmark	Proportion of Relative TSR grant vesting increases in a straight line between 100 per cent and 150 per cent	Between 444,149 and 666,223 Stapled Securities (being between 100 per cent and 150 per cent of the 444,149 Performance Rights subject to Relative TSR)
15 per cent or more greater than the TSR Peer Benchmark (maximum target)	150 per cent	666,223 Stapled Securities (being 150 per cent of the 444,149 Performance Rights subject to Relative TSR)

## Absolute TSR targets

In order for the Absolute TSR grant to vest, Stockland's TSR over the performance period must be greater than the targets determined by the Boards. In determining the targets for the Absolute TSR grant, the Boards have taken into account amongst other things, Stockland's three-year business plan, cost of capital, long-term ROIC targets and historical rolling three-year TSR performance of both Stockland and the peer index group. The proportion of the Absolute TSR grant that vests will be as follows:

TSR of Stockland	Proportion of the Absolute TSR grant vesting	Worked example of total Stapled Securities issued or transferred upon vesting based on Mr Gupta's proposed FY23 grant
Less than 8 per cent	0 per cent	None
Equal to 8 per cent p.a. (threshold target)	50 per cent	148,050 Stapled Securities (being 50 per cent of the 296,099 Performance Rights subject to Absolute TSR)
Between 8 per cent p.a. and 11 per cent p.a.	Proportion of Absolute TSR grant vesting increases in a straight line between 50 per cent and 100 per cent	Between 148,050 and 296,099 Stapled Securities (being between 50 per cent and 100 per cent of the 296,099 Performance Rights subject to Absolute TSR)
Between 11 per cent p.a. and 13 per cent p.a.	Proportion of Absolute TSR grant vesting increases in a straight line between 100 per cent and 150 per cent	Between 296,099 and 444,149 Stapled Securities (being between 100 per cent and 150 per cent of the 296,099 Performance Rights subject to Absolute TSR)
Greater than or equal to 13 per cent p.a. (maximum target)	150 per cent	444,149 Stapled Securities (being 150 per cent of the 296,099 Performance Rights subject to Absolute TSR)



## Other terms of the proposed grants

1. The number of rights which convert to Stapled Securities is determined at the end of the three-year performance period based on the Boards' assessment of actual performance against the applicable performance hurdles. Fifty percent of securities immediately vest with the remaining 50 per cent of securities subject to an additional 12 month vesting requirement post the performance period subject to continued employment with Stockland.
2. The Boards retain full discretion to adjust vesting outcomes downwards if it would otherwise result in a windfall outcome to executives that was anomalous with underlying performance (for example, in the event of securities trading at a premium due to change in control speculation).
3. Disposal of Stapled Securities once released from the PRP will be subject to Stockland's security trading policy.
4. If an employee leaves Stockland, any unvested performance rights lapse and are forfeited, except at the discretion of the Boards in circumstances such as death, disability, retirement or redundancy. Where the Managing Director is terminated by Stockland other than for cause or retires by mutual agreement, unvested performance rights are pro-rated as a proportion of service during the vesting period, with the subsequent pro-rated unvested rights allowed to remain on foot and continue to vest on the due dates with vesting determined in accordance with original hurdles (subject to clawback under the Stockland clawback policy) and provided the Managing Director complies with the non-compete provisions in his employment agreement.
5. The Boards will not accelerate the vesting of any performance right in the event of a change in control of Stockland except to the extent that applicable performance conditions (determined as at the date of the change in control) have been satisfied.
6. Performance rights will not attract dividends/ distributions and voting rights until they vest and Stapled Securities are allocated whether or not the Stapled Securities are subject to non-disposal restrictions.

## Use of holding locks to extend alignment with securityholders

For the FY24 LTI award, we have introduced a mechanism where executives may make an irrevocable upfront election to apply a further holding lock on any securities acquired if and when performance conditions are met, and performance rights are exercised.

The effect of this election is to place a genuine disposal restriction on securities post vesting that extends the taxing point on these securities and assists executives in retaining securities that they may otherwise need to sell to cover the tax liability.

## Grant Value

The grant value of \$4.0527 for each FY24 Performance Right is based on the volume weighted average price for Stapled Securities for the 10 trading days post 30 June 2023. The maximum value at grant for Mr Gupta for the FY24 LTI grant is \$4,500,005 which reflects the maximum number of Stapled Securities that would be made available to Mr Gupta in circumstances where management delivers significant above target securityholders returns.

## Maximum number of Stapled Securities

Subject to TSR performance, each vested performance right will vest into between one (1) and one-and-a-half (1.5) Stapled Securities. Accordingly, the maximum number of Stapled Securities that may be acquired by Mr Gupta, for which securityholder approval under Resolution 6 is sought, is 1,110,372. The number of Stapled Securities to which a performance right relates will only be adjusted in the event of a bonus issue or reorganisation of Stapled Securities and only in accordance with the Listing Rules of ASX.

## Price payable on grant or exercise of performance rights

Mr Gupta will not be required to pay any amount on the grant or vesting of his performance rights. The performance rights are not transferable. The Company may fund a plan company or plan trust to acquire Stapled Securities on-market or to subscribe for Stapled Securities at market value and transfer those Stapled Securities to executives in order to satisfy the Company's obligations under the PRP. Alternatively, the Company may procure the direct issue of Stapled Securities to executives for no payment in satisfaction of its obligations under the PRP.

## Date by which grant or exercise of performance rights

The proposed grants of performance rights to Mr Gupta will be made as soon as practicable after securityholder approval is obtained, and in any event no later than 12 months after the Meetings.

## Current remuneration of the Executive Director

Details of the remuneration of Mr Gupta for the year ended 30 June 2023 and his holding of Stapled Securities is set out in the Remuneration Report section of the 2023 Annual Report on pages 78 to 99.

Mr Gupta's current total target remuneration package comprises \$1,500,000 as total fixed compensation (inclusive of superannuation) ("TFC"), a target LTI opportunity of \$3,000,000 (being 200 per cent of TFC) and a target STI opportunity of \$1,500,000 (being 100 per cent of TFC).



## Additional Information

Mr Gupta has previously been issued 1,760,856 performance rights under the PRP. Mr Gupta was not required to pay any amount on the grant of these performance rights and will also not be required to pay any amount on the vesting of these performance rights.

No loan will be made to Mr Gupta in relation to the acquisition of securities under the PRP.

Details of any securities issued under the PRP will be published in the annual report of Stockland relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the PRP after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule. If securityholder approval is not obtained under Resolution 6, the proposed issue of performance rights to Mr Gupta will not proceed. The Boards will then need to consider alternative arrangements to appropriately remunerate and incentivise Mr Gupta.

## Requirements for approval

Securityholder approval of the above participation in the PRP by Mr Gupta and his acquisition of performance rights, and of Stapled Securities on vesting of those performance rights is sought for all purposes under the Corporations Act and the Listing Rules of ASX including under Listing Rule 10.14, as an entity must not permit securities to be acquired by a Director of the entity or an associate of a Director of the entity (such as a company controlled by a Director) under an employee incentive scheme without the approval of securityholders. Accordingly, approval of securityholders is sought for the purpose of Listing Rule 10.14.1 to enable Mr Gupta to acquire performance rights, and, on vesting of those performance rights, Stapled Securities, by the issue or transfer of Stapled Securities to Mr Gupta.

## Recommendations of the Directors of the Boards

The Directors of the Boards, other than Mr Gupta, unanimously recommend that securityholders vote in favour of Resolution 6 for the reasons set out below:

1. the Directors believe the proposed equity incentives are necessary to attract and retain key executive talent;
2. the Directors believe the total remuneration arrangements are fair and reasonable and consistent with ASX Corporate Governance Principles and Recommendations – Principle 8; and
3. the equity incentives proposed align the interests of the Managing Director with the interests of securityholders.

A copy of the PRP Rules is available on the Stockland website [www.stockland.com.au](http://www.stockland.com.au).

## Further information

If you would like any further information regarding the Meetings, please contact Stockland's Share Registry, Computershare, on 1800 804 985 if calling from within Australia or **+61 3 9415 4058** from outside Australia.

### Information about Stockland

You can read about Stockland's FY23 performance in the Annual Report available via [www.stockland.com.au/investor-centre](http://www.stockland.com.au/investor-centre)

### Go Electronic

Did you know you can opt to receive all or part of your securityholder communication electronically. You can change your communication preferences at any time by logging into [www.investorcentre.com](http://www.investorcentre.com) or by contacting Computershare on 1800 804 985.



## Proxy Form

### Lodge your vote:

Online: [www.investorvote.com.au](http://www.investorvote.com.au)

Control Number: 132799



#### By Mail:

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



#### In Person:

Computershare Investor Services Pty Limited  
Level 3, 60 Carrington Street  
Sydney NSW Australia

#### By Fax:

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



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### For all enquiries call:

1300 804 985 (within Australia)  
+61 3 9415 4058 (within New Zealand)



**For your vote to be effective it must be received by 2.30pm (Sydney time) on Saturday, 14 October 2023\***

### How to Vote on Items of Business

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

**Appointing a proxy:** If the Chairman of the Meetings is your proxy by default, and you do not direct your proxy how to vote on Items 5 and 6 overleaf, you expressly authorise the Chairman of the Meetings to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel of Stockland.

**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, then subject to any voting exclusion, your proxy may vote 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 Stockland.**

### 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 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.

**\*Proxies Delivered in Person:** As a practical matter, if you are posting or hand delivering your proxy form, the proxy form needs to be received by 5.00pm (Sydney time) on Friday, 13 October 2023.

GO ONLINE TO LODGE YOUR FORM,  
or turn over to complete the form



☐ **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.

## Proxy Form

Please mark ☒ to indicate your directions

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

I/we being a member/s of Stockland Corporation Limited and Stockland Trust hereby appoint

☐ **The Chairman of the Meetings** OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meetings. 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 Meetings, 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 it) at the Annual General Meeting of Stockland Corporation Limited and Meeting of Unitholders of Stockland Trust to be held as a hybrid meeting at Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000 on Monday 16 October 2023 at 2.30pm (Sydney time).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meetings as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 5 and 6 are connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meetings is (or becomes) your proxy you can direct the Chairman to vote for or against or to abstain from voting on Items 5 and 6 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

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

		FOR	AGAINST	ABSTAIN
2	Re-election of Tom Pockett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Kate McKenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Andrew Stevens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Grant of Performance Rights to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

#### Update your details *(Optional)*

By updating the below communication details on this form you elect to receive all future Notice of Meetings communications electronically

Mobile Number

Email Address

